# BOARD CHARTER

## BADMINTON AUSTRALIA

Date: Established 17 April 2020
Reviewed: December 2024
Next Review: December 2026

*This document should be read in conjunction with the BA Constitution.*

*The purpose of the BA Board Charter is to articulate the role of the Board, identify key Board processes and define the relationship between the Board and the CEO.*

Level 2, Sports House
375 Albert Road
Albert Park VIC 3206
T: +61 3 8319 5717
E: baadmin@badminton.org.au
ABN: 48 329 756 219

**TABLE OF CONTENTS**


1. DEFINITIONS ..... 1
2. DEFINING GOVERNANCE ROLES ..... 1
   - 2.1 The Role of the Board ..... 1
   - 2.2 Board Composition ..... 2
   - 2.3 Expectations of Directors ..... 2
   - 2.4 President (Chair's) Role ..... 4
   - 2.5 Role of the Company Secretary ..... 5
   - 2.6 Role of the CEO ..... 5
3. KEY BOARD FUNCTIONS ..... 6
   - 3.1 Meeting Legal Requirements ..... 6
   - 3.2 Directorship ..... 6
   - 3.3 Governance Philosophy and Approach ..... 7
   - 3.4 Strategic Leadership ..... 7
   - 3.5 Direction of Executive Performance ..... 7
   - 3.6 Delegation to the CEO ..... 8
   - 3.7 CEO Authority ..... 8
   - 3.8 CEO Recommendations ..... 9
   - 3.9 CEO Performance Assessment ..... 9
   - 3.10 Risk Management ..... 10
   - 3.11 Monitoring Operational Performance ..... 11
   - 3.12 Compliance and Integrity ..... 12
   - 3.13 Other ..... 12
   - 3.14 Policy Framework ..... 12
   - 3.15 Partnerships and stakeholder engagement ..... 13
   - 3.16 Public Comment ..... 13
4. IMPROVING BOARD PROCESSES ..... 14
   - 4.1 Board Meetings ..... 14
   - 4.2 Board Meeting Agenda ..... 14
   - 4.3 Board papers ..... 15
   - 4.4 Meeting cycle ..... 15
   - 4.5 Strategic Board Calendar ..... 15
   - 4.6 Committees ..... 16
5. BOARD EFFECTIVENESS ..... 17
   - 5.1 Director protection ..... 17
   - 5.2 Board evaluation ..... 17
   - 5.3 Director remuneration ..... 17
   - 5.4 Succession Planning ..... 17
   - 5.5 New Director Induction ..... 18
   - 5.6 Board and Director Professional Development ..... 18

## 1. DEFINITIONS

**Act** means the *Corporations Act 2001 (Cth)* as amended from time to time.

**Badminton Australia Limited** (**BA**) is the name of the organisation.

**Board** means the body consisting of the Directors.

**Chief Executive Officer (CEO)** means the Chief Executive Officer of BA appointed under clause 20.1 of the Constitution.

**Constitution** means the Constitution of BA.

**Director** means a member of the Board and includes any person acting in that capacity from time to time elected or appointed in accordance with this Constitution.

**President** means the nominal head of BA and will act as Chair of any Board meeting at which they are present.

**Vice-President** means the Vice-President of BA and will act as Chair of any Board meeting at which the President is not present.

## 2. DEFINING GOVERNANCE ROLES

On behalf of the stakeholders, especially the State Members, the Board is responsible for the stewardship and future well-being of BA. The Board should exercise leadership, enterprise, integrity and judgement in directing BA so as to provide assurance of its continuity and lasting prosperity. BA's objects are made clear in its constitution. Directors need to apply and endeavour to achieve the highest possible standards of corporate governance within BA's context.

In discharging their responsibilities, the Board and individual Directors have a duty to act in the best interests of BA as a whole, irrespective of personal, professional, commercial or other interests, loyalties or affiliations. Directors' first duty and loyalty must be to BA.

### *2.1 The Role of the Board*

Governance can be described as:

*The exercise of corporate leadership through the establishment and monitoring of necessary controls and strategic direction setting so that BA is equipped to respond to the changing circumstances and situations in the external and internal environments to meet the expectations and demands of Members and other key stakeholders.*

In summary the Board:

(a) Provides leadership to BA ensuring that it achieves continuing prosperity in the best interests of BA and its stakeholders.

(b) Ensures an appropriate mix of Directors whether through interaction with Members/key stakeholders resulting in the election of appropriately skilled personnel or through the appointment of such individuals.

(c) Establishes BA's purpose, values and strategies.

(d) Determines the appropriate culture for BA and models behaviours that both reflect and promulgate the desired culture.

(e) Employs the CEO and monitors management and organisation performance against Board-established criteria.

(f) Identifies and monitors the management of corporate risks.

(g) Ensures that BA complies with all internal and externally imposed compliance requirements.

(h) Establishes and maintains an effective interrelationship with stakeholders.

(i) Ensures that internal processes and procedures are designed to provide effective controls and serve as the basis for reporting to the Board as required.

Governance involves the Board ensuring that BA is well managed without the Board itself becoming involved in the operations except as required by the Constitution or because of exceptional circumstances.

### *2.2 Board Composition*

There are to be no more than seven Directors; five elected Directors and two appointed Directors.

The Directors are required to appoint a President and a Vice-President from amongst the elected Directors as soon as practicable after the Annual General Meeting (**AGM**). The President shall also act as the Chairperson of the Board. If the President is not present or is unwilling or unable to preside at a Board meeting the Vice-President will preside as chair for that meeting only. If the Vice-President is also not present, or is also unwilling or unable to preside, the remaining Directors shall appoint another Director to preside as chair for that meeting only.

The persons elected to the positions of President and Vice-President may only remain in those positions for as long as they are a Director.

- BA's is committed to gender and diversity equity in its Board composition.
- Therefor:
    - 50% of all board directors are women and/or gender diverse
    - A woman or gender diverse person will be elected by the Board as either the President or Vice-President
    - 50% of all Committees are women and or gender diverse persons.

### *2.3 Expectations of Directors*

To execute these governance responsibilities, Directors must, so far as possible, possess certain characteristics, abilities and understandings:

(a) Directors' Responsibilities

Directors must fulfil their fiduciary duty to act in BA's best interest at all times regardless of personal position, circumstances or affiliation. They should be familiar with BA's constitutional arrangements and be aware of, and fulfil, the statutory and fiduciary responsibilities of a director.

BA's Code of Ethics and Conflict of Interests policies provide direction to Directors and the Board in addressing key ethical issues. Directors are expected to be punctual and attend regularly for the full extent of Board meetings and be willing to contribute between meetings if required. They should come fully prepared for Board meetings.

(b) Strategic Orientation

Directors should be future oriented, demonstrating vision and foresight. They are expected to think conceptually, taking a 'helicopter' or 'big picture' perspective. They should be able to synthesise and simplify complex information and ideas. Their focus should be on strategic goals and policy implications rather than operational detail. They need to understand and focus on issues that are central to the success of BA.

(c) Integrity and Accountability

Directors must demonstrate high ethical standards and integrity in their personal and professional dealings, and be willing to act on - and remain collectively accountable for – all Board decisions even if these are unpopular or if individual Members disagree with them. Directors must be committed to speaking with one voice on all policy and directional matters.

(d) Informed and Independent Judgement

Each Director should have the ability to provide wise, thoughtful counsel on a broad range of issues. He or she must have (or be able to develop) a sufficient depth of knowledge about BA's business in order to understand and question the assumptions upon which strategic and business plans and important proposals are based, and to be able to form an independent judgement as to the probability that such plans can be achieved, or proposals successfully implemented. Each Director must be willing to risk rapport with fellow Directors in taking a reasoned, independent position.

(e) Financial Literacy

Because the Board must monitor financial performance, Directors must be financially literate. They should be able to read financial statements and understand the use of financial ratios and other indices used for evaluating BA's performance. To achieve this appropriate training and support will be provided.

(f) Industry and Sector Knowledge

Each Director is expected to bring a level of industry and sector knowledge sufficient to contribute to the Board's deliberations and considerations on behalf of BA and its stakeholders.

(g) Participation

Each Director is expected to enhance the Board's deliberations by actively offering questions and comments that add value to the discussion. Each should strive to be at ease with fellow Directors participating in a constructive manner that acknowledges and respects the contribution of others at the table including the executive team. Directors must be able to accept challenge from others without becoming defensive. In order to foster teamwork and engender trust Directors should be willing to reconsider or change their positions after hearing statements of others' reasoned viewpoints.

### *2.4 President's Role*

The President provides leadership to the Board, ensuring that the Board's processes and actions are consistent with its policies. As appropriate, the President represents the Board and BA to outside parties. It is expected that the President will promote a culture of stewardship, collaboration and co-operation, modelling and promulgating behaviours that define sound directorship.

(a) The President (or Vice-President or another Director if both officers are absent) will Chair Board meetings and ensure:

(i) Meeting discussion content is confined to governance matters as defined in the Board's policies.

(ii) All Directors are treated even-handedly and fairly.

(iii) All Directors are encouraged and enabled to contribute to the Board's deliberations.

(b) The President has no authority to unilaterally change any aspect of Board policy.

(c) The President will ensure that that Board develops and implements processes and systems that result in Board effectiveness including:

(i) The development, review and monitoring of BA's strategic plan and risk management.

(ii) Director and office holder succession planning.

(iii) Director and Board professional development.

(iv) Board performance assessment.

(v) Serving as a mentor to individual Directors.

(vi) Overseeing the stakeholder interface.

N.B. Some or all of these tasks may be delegated to the Vice-President, another Director, or a Board committee as agreed by the Board. e.g. Nominations and Remuneration Committee.

(d) The President (or nominated Chair) will ensure that Board meetings are properly planned including the development and distribution of Board papers in a timely manner and that the minutes accurately reflect the deliberations and decisions of the Board.

(e) The President (or nominated Chair) will ensure that all Board decisions are understood by Directors and accurately recorded.

(f) With the approval of the Board the President may establish a regular communication arrangement with the CEO in which there is an exchange of information. This might also provide an opportunity for the CEO to use such sessions as a sounding Board for proposed actions or to check interpretations of Board policy.

(g) The President will recognise however, that such sessions (under paragraph 6) are not used to 'personally' supervise or direct the CEO.

(h) The Presidnet will maintain an appropriate professional distance from the CEO to ensure objectivity and attention to governance matters and concerns.

(i) The President will not inhibit the free flow of information to the Board necessary for sound governance. Therefore, the President will never come between the Board and its formal links with the CEO.

(j) In contact with the media the President, CEO or a person delegated by the President or CEO shall be the spokesperson on all operating matters relating to BA.

(k) The President may delegate aspects of the authority accompanying the position but remains accountable for the overall role.

### *2.5 Role of the Company Secretary*

BA must appoint at least one Company Secretary in accordance with the requirements of the Act.

The CEO shall be appointed as a Company Secretary by the Directors and shall hold office in accordance with the Act until the appointment of a substitute.

### *2.6 Role of the CEO*

The CEO shall:

(a) Act honestly, diligently, and competently at all times in the fulfilment of his/her duties and responsibilities. In so doing the CEO shall use his/her best endeavours to promote and protect the interests of BA.

(b) Be responsible for discharging all duties and responsibilities hereunder at all times during the normal hours of BA and at such other times as may reasonably be required by the Board having regard to the duties and responsibilities of the position.

(c) Exercise all the rights, duties and powers that are conferred upon the CEO from time to time by any enactment, or by delegation from the Board.

(d) Promote compliance with all statutory obligations imposed upon BA, the Board, or upon employees.

(e) Do all such incidental things consistent with the position of CEO as are reasonably necessary for the proper performance of the duties and responsibilities of the role.

(f) Carry out and comply with all reasonable and lawful directions given by the Board or by any person authorised by the Board to give such directions.

(g) Undertake such duties and exercise such powers, authority and discretion in relation to the business of BA as may from time to time be delegated to the CEO.

(h) Undertake such other responsibilities and perform such other duties from time to time as may reasonably be required to meet the operating needs of BA.

(i) In the discharge of such duties and the exercise of such powers, authority and discretion, conform to, observe and comply with the directions, restrictions, and regulation of BA made or given from time to time e.g. in the form of delegation and/or limitations policies set by the Board.

(j) Comply with all legal requirements, statutory or otherwise pertaining to the position and responsibility of the CEO; and

(k) Faithfully serve BA and at all times use his/her best endeavours to promote its interest.

## 3. KEY BOARD FUNCTIONS

The Board is responsible for protecting the rights and interests of BA and is accountable to the Members for the overall management of BA. In discharging its obligations and duties, the Board should assume responsibility in at least the following areas:

### *3.1 Meeting Legal Requirements*

The Board's first duty is to the legal entity. In meeting this duty the Board must ensure that all legal requirements under the relevant Acts are met and that the entity is protected from harmful situations and circumstances in the interests of current and future stakeholders. The Board also has a responsibility to its various stakeholders to ensure that the available resources are used to deliver the 'right outcomes' to the 'right people' in the 'right way'.

In particular Directors must:

(a) act in good faith in the interests of all stakeholders of BA

(b) exercise their powers for a proper purpose

(c) avoid conflicts of interests

(d) act honestly

(e) act with reasonable care and diligence

(f) not make improper use of either their position on the Board or information gained while in that role.

Directors, either individually or collectively, are potentially liable if they act illegally or negligently.

### *3.2 Directorship*

The Board will:

(a) Assist BA to make good appointments to the Board by ensuring that constituent bodies are fully conversant with the role, responsibilities, work programme and performance of the Board and its members.

(b) Provide a thorough orientation process for new Directors.

### *3.3 Governance Philosophy and Approach*

The Board will govern BA with an emphasis on:

(a) A future focus rather than a preoccupation with the present or past;

(b) Strategic issues rather than administrative detail;

(c) Pro-activity rather than reactivity;

(d) Promote principles of equity and diversity across all areas of BA's operations;

(e) Encourage diversity of opinions and views;

(f) Develop and express a collective responsibility for all aspects of the Board's performance;

(g) Continued improvement in Board and individual Director effectiveness; and the interests of BA as a whole.

### *3.4 Strategic Leadership*

The Board will:

(a) Formulate, authorise and monitor BA's vision, mission and strategic objectives.

(b) Provide input that assists in identifying and understanding emerging trends and issues likely to affect the well-being of BA and its stakeholders.

(c) Review BA's situation and agree the broad framework within which the strategic and business plans will be prepared each year.

(d) Recommend significant shifts in the broad strategic direction of BA to the stakeholders.

(e) Ensure that CEO is continually striving for above average performance after taking into account risk.

(f) Ensure there are adequate internal controls and ethical standards of behaviour.

(g) Ensure the development of medium-term and annual business/operational plans.

(h) Review and approve BA's financial objectives, plans and actions, including significant capital allocations and expenditures.

(i) Monitor the effectiveness of the governance policies under which it operates and make changes as required.

### *3.5 Direction of Executive Performance*

The Board will:

(a) Select, monitor and, if necessary, replace the CEO.

(b) Maintain an up-to-date framework for defining the Board's expectations of the CEO's performance including the setting of a clear, annual performance agreement.

(c) Provide regular, honest and rigorous performance feedback to the CEO on the achievement of such expectations.

(d) Ensure there are positive conditions for the motivation of the CEO and ensure that there is adequate training to support her/him in their role.

### *3.6 Delegation to the CEO*

The Board delegates to the CEO responsibility for implementation of BA's strategic direction/strategic plan while complying with the CEO Delegation policies.

(a) The CEO is the primary linkage and point of accountability between the Board and the operations of BA.

(b) Only the Board acting as a body can instruct the CEO. Typically, all instruction to the CEO will be codified as policy.

(c) The Board will make clear BA's strategic direction including performance indicators to be applied to the Board when reviewing BA's and the CEO's performance.

(d) The Board will make clear to the CEO in writing any limitations or limits it chooses to place on his or her freedom to take actions or make decisions that the Board deems to be unacceptable within the delegation, allowing the CEO any reasonable interpretation of these policies (further defined in the delegation and/or limitations policies set by the Board).

(e) The CEO is responsible for the employment, management and performance evaluation of all staff employed/contracted to BA. Neither the Board nor individual Directors will 'instruct' staff in any matters relating to their work.

(f) Provided that the CEO achieves the outcomes sought by the Board and does so in a manner consistent with the Board's policies and BA's values, the Board will respect and support the CEO's choice of actions.

(g) The expert knowledge and experience of individual Board members is available to the CEO.

### *3.7 CEO Authority*

(a) As long as the CEO applies any reasonable interpretation of the Board's policies, i.e. does not set out to defeat the stated intent or the spirit of the policies, he/she is authorised to establish all operational policies, make all operational decisions and design and implement and manage all operational practices and activities.

(b) Acknowledging a Board member's right to have access to information necessary to meet his/her duty of care to BA, the CEO may defer instructions or requests from individual Board members or from unofficial groups of Board members if, in his/her opinion, such requests or instructions are:

(i) Inconsistent with the Board's policies.

(ii) Deemed to make unjustifiable intrusions into the CEO's or other staff member's time; or

(iii) An unjustifiable cost to BA.

(c) The CEO must notify the President of the use of point 2.

### *3.8 CEO Recommendations*

CEO remuneration will be decided by the Board as a body based on terms and conditions that reflect BA performance and executive market conditions.

(a) Organisation performance will be only that performance revealed by the monitoring system to be directly related to criteria given by the Board in policy.

(b) Remuneration will cover the entire range of salary, compensation, benefits and all other forms.

(c) Remuneration will be competitive with similar performance within the marketplace based on achievement of the Board's strategic direction and strategic goals while complying with the delegation and/or limitations policies set by the Board.

(d) A committee process will be used to gather information and to provide options and recommendations for the Board for its consideration and decision.

### *3.9 CEO Performance Assessment*

The CEO's performance will be continuously, systematically and rigorously assessed by the Board against achievement of the Board-determined strategic outcomes and compliance with delegation and/or limitations policies set by the Board. The Board will provide regular performance feedback to the CEO.

(a) The President, or another person nominated by the Board will conduct the CEO performance assessment.

(b) The Board's assessment of the CEO's performance will be against only those performance indicators that have been agreed at the commencement of the performance year.

(c) The standard applied to all facets of the performance assessment shall be that the CEO has met or can demonstrate compliance with the intent or spirit of the Board policy/statement.

(d) The Board may monitor any policy at any time using any method but will normally base its monitoring on a predetermined schedule.

(e) The Board may use any one or more of the following three methods to gather information necessary to ensure CEO compliance with Board policies and thus to determine its satisfaction with that person's performance:

(i) CEO reporting,

(ii) Advice from an independent third party, or

(iii) Direct inspection by a Board approved Board member or group of Board members.

(f) If at any time the Board engages an outside evaluator to assist the Board to assess the CEO's performance, the process must be consistent with this policy. Any such evaluator is a contractor to the Board, not the CEO.

(g) The Nomination and Remuneration Committee will provide a support structure and framework for the CEO review.

### *3.10 Risk Management*

BA considers that risk management is an important aspect of corporate governance.

Consistent with ISO 31000, BA adopts the definition of risk management as:

*"The processes, systems and culture applied in order to manage both the upside and downside of uncertainty on the strategic objectives of Badminton Australia."*

BA will establish an Enterprise Risk Management Framework to outline the principles and processes by which BA will react to the risks facing BA.

The framework will encompass the following elements:

- provides the context for organisational risk management at BA;
- outlines the overarching documentation structure and risk review requirements;
- describes the governance structure and accountabilities that are in place; and
- provides the procedure for identifying and assessing enterprise risks, and the response required in order to mitigate risks that may impact BA.

The Enterprise Risk Management Framework is a document mandated by the Board. The Finance and Risk Committee is responsible for overseeing, the audit and risk assessment function for BA.

(a) Risk Governance and Process

The maintenance of a sustainable risk management function that supports BA remains the ultimate responsibility of the Board with assistance from the Finance and Risk Committee.

Responsibilities of the Finance and Risk Committee regarding risk include:

- Consider BA's risk profile;
- Monitor the risk management maturity and capability;
- Review and assess the effectiveness of BA's risk management framework;
- Report to the Board on the above matters.

Key artefacts required by the Board and Finance and Risk Committee to ensure that risk management is embedded in BA includes the following:

- Enterprise Risk Management Framework

- Disaster Recovery Plan / Business Continuity Plan;
- Strategic Risk Register; and
- Communications that encourage all staff to embrace risk management as part of their day to day roles.

(b) Management Team Risk Responsibilities

Management have the responsibility to complete the following:

- **Identification** of risk – identify the reputational, regulatory, operational, financial and strategic risks that are prevalent in fulfilling the BA's vision.
- **Analysis** of risk – analyse the reputational, regulatory, operational, financial and strategic risks in accordance with the agreed likelihood and consequence scales
- **Evaluation** of risk – evaluate risks to ensure action is taken on highly prioritised risks.
- **Treatment** (mitigation) of risk – develop mitigation strategies and action plans to reduce unacceptable levels of risk that would impact the success of the BA.
- **Monitor and Review** – monitor all risks and opportunities impacting BA.

(c) Risk Reporting

The CEO in conjunction with Management is responsible for the reporting of risks and incidents in line with this framework.

Management will provide a risk reporting package to support the identification and management of risks and incidents to the Finance and Risk Committee, on behalf of the Board, for presentation as follows:

(i) Risk management incidents, compliance breaches or near misses (bi-monthly)

(ii) Outcomes of assurance or monitoring activities (bi-monthly)

(iii) Updates to risk register or risk matrix (bi-monthly)

(iv) Risk treatment plan update (bi-monthly)

(d) Culture – 'Risk management is everyone's responsibility'

To achieve a culture of 'risk management is everyone's responsibility' management and staff must be consistent in their communication and clear in their mission to mitigate risk that may impact BA.

Risk mitigation is not isolated to Board, management and staff but a key part of the role of every affiliated member, association, club, volunteer, contractor and visitor who contribute to the success of BA.

(e) Integrity

BA has adopted the Sport Integrity Australia National Integrity Framework policies and is committed to the ongoing implementation of those polices for BA and its stakeholders.

### *3.11 Monitoring Operational Performance*

The Board has a duty to oversee and monitor the performance of the operational organisation.

(a) The CEO will report to the Board on the performance of BA at a frequency and to a standard specified by the Board.

(b) All such reporting should be targeted at the Board's interests and duties rather than a description of management actions.

### *3.12 Compliance and Integrity*

The Board will ensure:

(a) ethical behaviour and compliance with the Board's policies, and statutes and regulations, audit and accounting principles and BA's stated values and its governance documents.

(b) the integrity of BA's internal control and management information systems so that its decision-making capability and the accuracy of its reporting are maintained at a high level at all times.

### *3.13 Other*

The Board will perform other functions as a prescribed by law or assigned to the Board under BA's governing documents.

### *3.14 Policy Framework*

Whereas the Board sets governance-level policies and establishes the strategic direction including the development of BA purpose, values and BA-wide goals and objectives, the CEO designs and manages the day-to-day operational processes. The CEO is thus the agent of the Board. The Board is responsible for determining organisational 'Ends' or outcomes and the CEO's role to design the 'Means' or methods to achieve those ends.

A Policy Framework is to be established, to provide a register of each BA Policy, Procedures and Major document. It details:

(a) When each document was created and updated;

(b) When it requires review;

(c) Who is responsible for it; and

(d) Who administers it.

Review of this framework should occur at least once a year to ensure all Policies, Procedures and Major documents are accurate, current and relevant to BA. BA will keep an up to date list of Policies and Procedures relating to BA on its website. These documents serve as reference for any party wishing to understand the framework that badminton organisations operate within Australia.

There are two levels of organisational policy

(a) Governance-level policy. Policies at this level are developed and adopted by the Board and relate to high-level, organisation-wide matters. These include policies in respect of the Board's operating processes and duties, and its delegation to the CEO for BA's day-to-day management. These policies reflect the Board's desire to meet its duty of care under law and its moral responsibility to provide good governance on behalf of all interested parties. These areas include, but are not limited to:

- Code of Ethics
- Strategic Direction and Planning
- Financial Governance
- Conflict of Interests
- Risk Management
- CEO Delegation
- Integrity.

(b) Management-level policy. These are developed by the CEO and relate to the operational management of BA. The Board is not required to approve policies at this level. Management-level policies flow logically from the governance policies. The Board will endorse the Policy Framework for these policies.

### *3.15 Partnerships and stakeholder engagement*

It is recognised that BA would not be able to operate successfully without effective partnerships.

The Board is responsible for ensuring that these partnerships are established with the appropriate people and groups, and that they are well managed. From time to time, this may involve Directors or the CEO directly or it may be that others in committees or working groups do the work and the Board keeps track and oversees the work. The Chair and CEO will play a significant role in the relationship management of partnerships that the Board sees as particularly important.

For a detailed listing of BA partners and its commitment to stakeholder engagement please refer to the BA website for a full list of partners and sponsors.

### *3.16 Public Comment*

The Board shall from time-to-time designate the President or the CEO to speak on behalf of BA. When individual Director are approached by the media for comment the following guidelines apply. Directors must:

(a) refrain from disclosing any significant information, documents or other forms of data without prior consent from the Board or the President.

(b) refrain from performing any activities on behalf of the person or organisation approaching the Director without prior consent from the Board or the President.

(c) inform the Board or the President at the earliest convenience of the approach and the request for comment so that, if possible, a Board agreed position or appropriate action can be determined.

## 4. IMPROVING BOARD PROCESSES

The majority of Board business will be conducted in Board meetings. In order to ensure effective meetings the following principles apply:

### *4.1 Board Meetings*

The Board will:

(a) Ensure that the Board makes the best possible use of its meetings by dealing only with matters that have governance-level significance, by focusing primarily on the future and, within a defined policy framework, by delegating as much as possible to the CEO.

(b) Ensure that reports and proposals for the Board are timely, contain content and are formatted so as to reinforce and support the Board's governance role.

(c) Review and approve transactions that are not consistent with the ordinary course of business (i.e. of considerable size, or of an unusual nature).

The President (or nominated Chair) will establish the agenda for each Board meeting although each Director is free to suggest the inclusion of item(s) on the agenda. To the extent possible (given some matters worthy of the Board's attention may be unforeseen) agendas will be based on a schedule of subjects agreed at the beginning of each year and documented in the form of an annual work agenda.

The Board will meet at least five times per year; however, Board meetings may be scheduled at other times or at other frequencies as determined by the Board.

### *4.2 Board Meeting Agenda*

(a) The Board will develop a one year agenda that:

(i) Regularly reviews progress towards the achievement of the strategic direction/strategic plan and relevant strategic issues;

(ii) Provides assurance that all relevant compliance requirements are addressed; and

(iii) Improves Board performance through education and continuous focus on its governance effectiveness.

(b) The President (or nominated Chair), in consultation with the CEO will prepare the agenda for each Board meeting. All Directors have the opportunity to contribute to the agenda.

(c) Directors are expected to have read their papers and be prepared fully for Board meetings. Whenever possible personal queries and matters of clarification should be pursued prior to the meeting.

(d) Directors are expected to provide input into Board decision-making and dialogue.

(e) Board meetings will be conducted in an open and constructive manner, recognising that genuinely held differences of opinion can bring greater clarity and lead to better decisions.

(f) Board decisions will be reached by vote and any decision will be recorded as a unanimous or majority decision in favour or against the motion, together with any abstentions.

(g) Directors are expected to arrive on time and remain in the meeting for its duration.

(h) Directors shall disclose any conflicts of interest at the earliest point in the meeting and, as determined, refrain from voting or participating in resolution of the issue under discussion.

(i) Attendees may participate in Board meetings at the Board's discretion. Attendees will respect the Boards' integrity and accountability and will thus accept any constraints imposed by the Board or the President (or nominated Chair) on their participation and presence.

(j) The Board may determine to hold 'Board only' sessions in response to sensitive or confidential issues. Such sessions might also be scheduled on a regular basis at the commencement of the meeting so that the Board can, without observers present, agree the priorities for the meeting, answer questions from Directors that could cause embarrassment if asked in front of observers, or discuss any other matters of a confidential nature.

### *4.3 Board papers*

(a) Board Papers will be in a consistent reporting format.

(b) Board Papers will indicate if an item is "matter for decision", "matter for discussion" or "matter for noting".

(c) Matters for decision may include a section titled "recommendation".

(d) Other than in extraordinary circumstances, substantive papers or matters requiring Board consideration will not be received and acted upon at the meeting at which these are presented.

### *4.4 Meeting cycle*

The Board will adopt an indicative cycle to ensure that adequate time is allowed for review of board papers prior to each meeting.

### *4.5 Strategic Board Calendar*

The Board will adopt and manage a Strategic Board Calendar. The Calendar should consist of a rolling cycle of matters for board consideration and decisions including:

(a) Governance: comprising matters such as preparation for the Annual General Meeting, review of governance matters and documents and director nominations.

(b) Strategy: comprising a strategy review, input to the strategic plan and finalisation of the plan.

(c) Business Plan: comprising input and sign off of annual plan and consideration of quarterly reports against the plan.

### *4.6 Committees*

These are standing formalised groupings of Directors to achieve specific elements of the governance function; they have a delegated authority from the Board.

The Board will establish the following Committees:

(a) Finance and Risk Committee

(b) Governance and Integrity Committee

(c) Nominations and Remuneration Committee

(d) High Performance and Para Strategy Committee

(e) Coaching Committee

(f) Selection Panel (Able Bodied)

(g) Para Selection Committee

(h) Badminton Technical Officials Committee

(i) Disciplinary Committee (as required)

(j) Appeals Committee (as required).

Terms of reference may be developed for each of these Committees.

Other committees or working groups may be formed from time to time for standing or ongoing tasks with specific terms of reference.

BA is committed to alignment with the National Gender Equity in Sports Governance Policy, which states;

- 50% of all board directors are women and / or gender diverse
- A woman or gender diverse person will be elected as President or Vice-President.
- 50% of all members of both the Nominations and Remuneration Committee and the Finance and Finance and Risk Committee are women or gender diverse.

Furthermore, due consideration to this commitment will be given during the appointment of all Committee members.

The Finance and Risk Committee must have an Independent member and the Nominations and Remuneration Committee must have an independent Chair. Other special conditions may exist for these Committees, which are outlined in their TOR.

## 5. BOARD EFFECTIVENESS

### *5.1 Director protection*

In fulfilling their role, Directors are entitled to rely on information and advice after making an independent assessment of the information or advice, having regard to the Director's knowledge of BA, the complexity of the structure and operations of the BA.

Directors are encouraged to do this by ensuring that BA has the right people and capabilities in its management team, and that there is a management culture of accountability and performance. The Board can influence this in a number of ways in its management of the CEO and the conduct of Board business.

The Board has decided to reduce the risk of the CEO being the only conduit of information to the Board by the:

(a) Encouragement of attendance of other staff (e.g. authors of reports or recognised specialists in a complex area).

(b) Use of the external auditors (through the Management Report process).

BA will provide Directors with, and will pay the premiums for, indemnity and insurance cover while acting in their capacities as Directors, to the fullest extent permitted by the relevant legislation.

### *5.2 Board evaluation*

The Board will assess annually its own effectiveness in fulfilling this charter and other Board responsibilities, including the effectiveness of individual Directors.

To assure its accountability the Board will:

(a) Serve the legitimate collective interests of the present stakeholders of BA and account to them fully.

(b) Remain up to date in terms of stakeholders' concerns, needs and aspirations.

(c) Report to the Members and other key stakeholders on the performance of all BA's entities and account for the Board's stewardship of that performance.

### *5.3 Director remuneration*

Director may not be paid for services as a Director but, with the approval of the Directors and subject to the Act, may be reimbursed by the Association for their reasonable travelling, accommodation and other expenses when travelling to or from meetings of the Directors, a Committee or the Association; or

### *5.4 Succession Planning*

Succession planning is the series of actions to plan and manage the turnover of Directors, and enable the filling of positions created by unplanned departures while causing minimal disruption to the activities of the Board.

The aims of Board succession planning include:

(a) Endeavouring to ensure the best possible Director composition at all times

(b) Ensuring that the leadership within the Board is well managed and developed

(c) Build confidence in the Board by all stakeholders

Succession Planning involves the Board systematically reviewing its structural requirements, Board matrix and plan succession around these requirements. It may also be required in the event of an unplanned retirement or departure.

### *5.5 New Director Induction*

The Board will provide to all new Directors a thorough induction into the affairs of the Board and BA at large.

(a) Prospective Directors will be provided with relevant information.

(b) Upon appointment/election and prior to attendance at their first Board meeting, new Directors will receive a copy of Board information including governance policies, articles, Constitution and other relevant legal governance documentation, current and recent meeting papers, an organisational chart, contact details for other Directors and key staff, a glossary of key terms, definitions and acronyms, the current year's meeting schedule and the annual agenda.

(c) Meet with the President for a governance familiarisation. This meeting may be held as a group session or with individuals.

(d) Meet with the CEO for an operational familiarisation.

(e) All Directors must sign and agree to the Board Code of Conduct upon induction.

### *5.6 Board and Director Professional Development*

The Board's value-adding role requires that the Board as a whole and all Directors have access to professional development relevant to the role and duties of directorship.

(a) The Board will make every reasonable effort to facilitate training for all Directors and for the Board as a whole to maximise its value-adding contribution to BA.

(b) An annual Board development budget will be established that provides for both Board and individual Director development, the quantum of this budget item to be determined on a year by year basis.

(c) All Directors will be encouraged to undertake the AICD or comparable Director development course.

(d) The Board will schedule at least one occasion each year when it will undertake professional development in an aspect of its governance role. This might involve hiring a governance specialist to attend a Board meeting or specially arranged session or might be conducted by one or more Directors as the result of their own specialist skills or following attendance at a governance-related training session.

(e) Directors will be encouraged to attend conferences relevant to their role as Directors or conferences related to other aspects of their directorship of BA. The Board will consider covering all or some of the costs associated with such attendance on a case by case basis.

(f) All costs associated with governance effectiveness will be designed to ensure the development of the highest standard of governance including; meeting costs associated with effective communication with owners and other key stakeholders, surveys and associated analysis, focus groups, the costs associated with external audit and other independent third party reviews or consulting input.

(g) All Directors to provide an annual update on compliance with mandatory governance training.