



**BA Limited (ABN 57 072 484 998)**  
**Charter – Governance and Risk Committee**

**Version Control:**

Initially Adopted	August 2022
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**1 Purpose**

The purpose of the Governance and Risk Committee (the **Committee**) appointed 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 clause 20 of the Company's constitution relative to the roles and responsibilities in clause 3 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;
- at least one independent member with considerable governance and/or risk management experience/qualifications; and
- a representative of BA's Constituent Association Members (CAM Representative).

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 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.

The CAM Representative will be appointed subject to the following:

- (a) the CAM Representative must have relevant qualifications and experience to make a valuable contribution to the Committee;
- (b) a person will only be appointed in the role of CAM Representative where the Board considers it would be of benefit to the Committee and to the Company;

- (c) as a member of the Committee, the CAM Representative understands that the purpose of the Committee is to advise the Board, and must therefore act as independently as possible and in the best interests of the Company;
- (d) if appointed, the CAM Representative must excuse themselves from any discussion that has a direct impact upon the CAMs;
- (e) the CAM Representative will be provided with such information as Company management considers appropriate and necessary for the purposes of providing the Board with high level advice; and
- (f) the CAM Representative will not be provided access to the following information:
  - 1. financial transactions between BA and the CAMs related to the internal functioning of the Company's business (such as staff salaries);
  - 2. details of third-party contracts; or
  - 3. any information deemed confidential by the Committee Chair.

The Committee may invite to meetings key staff, independent experts, and members of the organisation'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 Board Chair, CEO and Company Secretary shall attend meetings of the Committee ex officio, but are not members of the Committee unless otherwise determined by resolution of the Board.

### **3 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 or secretary 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.

The meeting agenda will be prepared in consultation with the Board Chair, CEO and Company Secretary, and includes past minutes, business arising, supporting papers for resolution, endorsement, discussion or noting.

The agenda and supporting documentation should be distributed online or via email to the Committee members at least seven (7) days prior to each meeting.

Meeting agendas are structured throughout the year in accordance with the Annual Committee Schedule to ensure each significant responsibility of the Committee is addressed.

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 no later than one (1) week following the meeting, unless otherwise agreed by the Committee.

Minutes shall be approved by the Committee by email resolution within seven (7) days of receipt.

Copies of all approved minutes will be included in the Board papers for noting.

#### **4 Role 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:

- Board and Board Sub-Committee governance structures; and
- the bi-annual review of Board and Board 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.

## **5 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.

## **6 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.

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.