



## **Corporate Governance Statement**

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# Corporate Governance Statement

## 1. Introduction

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The practices outlined in this Corporate Governance Statement set out management accountability and standards in corporate governance practice for Queensland Fencing Association Incorporated. (the **Association**).

The Association aims to embed the various aspects of good corporate governance in its activities. The Association's management committee, president and staff will carry out their respective roles efficiently and to a high standard, and in a manner that promotes confidence in the Association's leadership within the fencing community in the State of Queensland.

## 2. The Role of the Management Committee

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The management committee's primary objective is to ensure the ongoing success of the Association through being responsible for all aspects of the management and development of the Association. It is ultimately responsible for all matters relating to the activities of the Association. It is responsible for the attainment of the Association's goals and vision for the future, in accordance with the strategies, policies, programs and performance requirements.

The management committee is responsible for the management and control of the business affairs of the Association in a manner which is in the best interests of its members.

The management committee is responsible for and has the authority to determine all matters relating to policies, practices and management of the Association.

The management committee is required to do all things that may be necessary to be done in order to carry out the objectives of the Association.

In carrying out its governance role, the main task of the management committee is to drive the performance of the Association, promote and advance the success of the sport of fencing in Queensland and foster the Association's relationships with members, affiliates and key stakeholders.

The management committee may delegate some of its powers to sub-committees.

The principal functions and responsibilities of the management committee include:

- Providing leadership to the Association by:
  - Guiding the development of an appropriate culture and values for the Association through the establishment of rules and procedures to enforce ethical behaviour;
  - Always acting in a manner consistent with the Association's culture;

- Committing to commercially responsible decision making that creates value for the Association helping it to achieve its underlying strategy, mission and aims.
- Overseeing the development and implementation of appropriate strategies by:
  - Working with the president, Association personnel and where appropriate affiliates and stakeholders to ensure that an appropriate strategic direction and goals are in place;
  - Regularly reviewing and amending or updating the Association's strategic direction and goals;
  - Ensuring that appropriate internal controls are implemented and reviewed regularly;
  - Overseeing planning activities including the development and approval of strategic plans, annual plans and budgets;
  - Reviewing the progress and performance of the Association in meeting these plans and corporate objectives, including reporting the outcome of such reviews on at least an annual basis;
  - providing corporate accountability to the members, affiliates and key stakeholders primarily through adopting an effective communications strategy, encouraging effective participation at general meetings and, through the president, being the key interface between the Association and its stakeholders;
- Developing the Association's vision, values, and goals;
- Achievement of the Association's goals and objectives;
- Development of short, medium and long-term corporate strategies and planning to achieve the Association's vision and overall business objectives;
- Preparation of business plans and reports;
- Assessment of business opportunities of potential benefit to the Association;
- Maximising available resources, encouraging staff commitment and aligning the corporate culture with the Association's goals and objectives;
- Establishing and maintaining effective and positive relationships with members, affiliates, stakeholders, national bodies and other government and business liaisons;
- Overseeing the control and accountability systems that ensure the Association is progressing towards the goals set by the management committee and in line with the Association's objects, the agreed corporate strategy, legislative requirements and stakeholder expectations;
- Being responsible for the Association's senior management and personnel including directly managing the performance of the President:

- providing advice and counsel to the President including formal reviews and feedback on performance; and
- Delegating appropriate powers to the sub-committees to ensure the effective day-to-day management of the business of the Association and monitoring the exercise of these powers.

### **3. Management Committee Structure**

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#### **3.1 Number of Management Committee Members**

The Association's constitution provides that the management committee will consist of at least a president, secretary and finance officer. Their roles are described later in this document.

#### **3.2 Appointment of Committee Members**

The appointment of committee members will be made in accordance with the relevant provisions of the constitution of the Association.

#### **3.3 Duration of Appointment**

The duration of appointment that each management committee member may serve for will be in accordance with the relevant provisions of the constitution of the Association.

### **4. The Role of Individual Management Committee Members**

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Each member of the management committee owes certain duties to the Association and its members.

#### **4.1 Management Committee Duties**

The main duties of the management committee members are summarised below:

- Be well informed of all QFA activities, especially those of all sub committees
- Have a good working knowledge of the constitution, rules and by laws, policies and procedures as well as the duties of all office holders
- Understanding the legal and compliance obligations of running QFA
- Actively contribute to the development, definition and delivery of the QFA's desired culture
- Collectively define the behaviours that underpin our culture
- Collaborates in defining goals and objectives and documented strategies

and implementation plans on how they will be achieved

- Participates in the Identification and formulation of budgets and cash flow projections for the upcoming year
- Acts to ensure compliance and legislative obligations
- Actively promotes and champions the good health and safety of all QFA members
- Acts to ensure all complaints and disputes are immediately investigated and responded to according to QFA policies and procedures
- Contributes to the training of volunteers and their support throughout the year to undertake their roles successfully
- Willingly assists the President and Secretary in their duties as required and undertakes tasks at the request of the president or the management committee
- Attends and actively participates and contributes in committee meetings is a core function of a management committee member.

In the performance of their duties the members of the management committee should at least:

- To act honestly and in good faith in the best interests of the Association as a whole;
- To exercise their powers honestly and for proper purposes;
- To exercise the degree of care, skill and diligence that a reasonable person in a like position would exercise in the Association's circumstances;
- To keep confidential any confidential information of the Association and not make improper use of information gained through his or her position as a management committee member;
- To not allow personal interests, or the interest of any associated person, to conflict with the interests of the Association.
- Take reasonable steps to place themselves in a position to monitor the management of the Association, attending and actively participating and contributing in committee meetings;
- Acquire a working knowledge of the fundamentals of the business of the Association i.e. be familiar with the QFA's defining documents, plans, policies, procedures, rules and by laws;
- Keep informed about the Association's activities and its business practices, and respect the decisions of the management committee and support and promote them in a positive way in all their dealings;
- Generally, monitor the Association's affairs and policies, although a detailed inspection of day-to-day activities need not be undertaken; and
- Maintain a familiarity with the financial status of the Association by regularly

reviewing the financial statements and enquiring into any matters of concern revealed by the financial statements.

- Ensuring statutory, legal and regulatory compliance and complying with corporate policies and standards;
- Selecting and appointing key staff; and
- Ensuring there is an appropriate staff appraisal system in place in the Association.

#### 4.2 **Expectations of Members in Committee Meetings**

Since the management committee needs to work together as a group, committee members need to establish a set of standards for management committee meetings.

It is expected that committee members will, in good faith, behave in a manner that is consistent with generally accepted procedures for the conduct of meetings. This will include, but not be limited to:

- Acting in a businesslike manner;
- Acting in accordance with the constitution and any management committee policies;
- Addressing issues in a confident, firm and friendly manner;
- Preparing thoroughly for each management committee and sub-committee meeting;
- Using judgment, common sense and tact when discussing issues;
- Minimising irrelevant conversation and remarks;
- Ensuring that others are given a reasonable opportunity to put forward their views;
- Refraining from interruption or interjection when a speaker has the floor; and
- Being particularly sensitive in interpreting any request or direction from the president that aims to ensure the orderly and good-spirited conduct of the meeting.

Management committee members are expected to be forthright in committee and sub-committee meetings and have a duty to question, request information, raise any issue, and fully canvas all aspects of any issue confronting the Association, and cast their vote on any resolution according to their own judgment.

Outside the committee room, management committee members will support the letter and spirit of committee decisions in discussions with all members, affiliates, stakeholders and other special interest groups, staff, suppliers and any other parties.

## 5. **The Role of the President**

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The role of the President is to provide the principle leadership and responsibility for the

Queensland Fencing Association (QFA), its management committee and any sub-committees. The President is primarily responsible for ensuring QFA sets and meets its goals and objectives, is administered according to the QFA constitution, rules, by-laws, policies and procedures, and ensures the completion of all legal and compliance obligations.

There are two main aspects to the president's role. They are the president's role within meetings and the president's role outside of meetings.

## 5.1 **Inside Committee Meetings**

Inside committee meetings, the role of the president is to:

- sets the agenda for each management committee and general meeting, including the annual general meeting
- Chair committee meetings, the annual general meeting and any special general meeting;
- Be clear on what the committee and sub-committees have to achieve, both in the long and short term and ensure they report regularly to the management committee;
- Provide guidance to other committee members about what is expected of them;
- Ensure that committee meetings are effective in that:
  - the right matters are considered during the meeting (for example, strategic and important issues);
  - matters are considered carefully and thoroughly;
  - all committee members are given the opportunity to contribute; and
  - the committee comes to clear decisions and resolutions are noted;
- Brief all committee members in relation to issues arising at committee meetings; and
- Undertake an annual process of committee evaluation to ensure the necessary skills are represented and that a succession plan is in place to help find new committee members when required.

## 5.2 **Outside Committee Meetings**

Outside committee meetings, the role of the president is to:

- Undertake appropriate public relations activities;
- Be the spokesperson for the Association at the annual general meeting and in the reporting of performance achievements and financial results;
- Be the major point of contact between the management committee and the presidents of other state fencing bodies, the Australian Fencing Federation and its delegates as well as local clubs;
- Regularly review with the Management Committee progress on important

initiatives and significant issues facing the Association;

- Initiate and oversee the annual evaluation of the State Coaching Director and any other positions within the Association that the management committee requires.

## 6. Functions of finance officer

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The Finance Officer is responsible for ensuring the management committee is empowered to manage the financial affairs of the QFA, is responsible for protection of QFA's cash, assets and the members and volunteers who handle them, ensuring the collection of all revenues and payment of all financial obligations.

The finance officer's functions include:

- Preparation of a QFA budget and cash flow projection at the start of the year for review and sign off by the committee
- Record all financial transactions in QFA's accounting system as well as maintaining a list of QFA assets and liabilities.
- Comparing actual financial results of a given period to budgets for the same period and provide explanations for any variances for the management committee to review and act in a timely manner
- Provide monthly profit and loss reports and balance sheet to the management committee (generally presented at each management committee meeting)
- Provide a list of payments for the previous month to the management committee at each meeting
- Provide a list of revenues outstanding and payments to be made to the management committee each meeting
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## 7. Functions of secretary

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The role of the Secretary is to ensure that QFA is run according to the core requirements for the organization as set out in the QFA constitution, rules, by laws, policies, procedures and compliance obligations. They ensure that appropriate and timely communication occurs with all relevant members, stakeholders and external bodies. They maintain records of all official activities and ensures successive committees are informed of their responsibilities and any relevant issues. They manage all meetings in collaboration with the President and the management committee and ensure that all agenda, reading materials, action lists and minutes are distributed and maintained appropriately.

The secretary's functions include:

### RECORDS

- maintain records of the management committee and ensure effective management of QFA's records
- ensure that the official records of the QFA are maintained as required by law and made available when required by authorised persons. These records may include founding documents, lists of Management Committee members, Management Committee meeting agenda and minutes, financial reports, Register of Resolutions, Conflict of Interest Register, and other official records
- organise for members to inspect relevant documents, where appropriate, when requested at a time convenient to both parties

- ensures that official records are maintained of members of the QFA, its committee and sub-committees.
- ensures that records are available when required for reports, elections, referenda, other votes

#### MEETINGS

- manages minutes of management committee meetings, including recording the minutes and ensuring minutes are distributed to members shortly after each meeting and no later than 7 days
- maintains an action register and ensures current actions is an agenda item for each management committee meeting
- develops the agenda in consultation with other management committee members and distributes prior to the meeting providing time for members to prepare for the meeting
- be sufficiently familiar with all current QFA documents to note applicability during meetings
- enable people to contribute to the completion of management committee business by signing a copy of the final approved minutes and ensuring that the signed copy is distributed to management committee members and that a copy is maintained in QFA records
- provide an up-to-date copy of the Constitution and bylaws at all meetings
- ensure that proper notification is given of management committee and QFA meetings as specified in the constitution and bylaws
- ensure the relevant technology is in place to hold meetings involving members from discrete locations so they can participate in the meeting unimpeded by their location.
- provide a summary of management committee minutes for distribution to all QFA members via website, hardcopy or electronically as requested

#### DOCUMENTATION

- take appropriate and timely action on all correspondence and documentation to ensure that office bearers, committee members and all other members are given sufficient notice to take necessary action
- ensure that accurate and sufficient documentation exists to meet legal requirements
- help and lead the committee in providing systematic communication from the management committee to QFA members and other relevant stakeholders
- manage the general correspondence of the management committee except for such correspondence assigned to others

#### PROCESSES

- Applications for membership of the QFA and resignations from QFA including:
- Receipt of all applications for membership of the association and notices of resignation from the association
- Presentation of applications for membership to the management committee
- Advise applicants in writing of the decision of the management committee to accept or reject their application for membership of the association and of the decision of the management committee to terminate the membership of a member of the association
- Receive all notices of intention to appeal a decision of the management committee regarding rejection of an application for membership or termination of membership of the association
- Call a general meeting to decide the appeal within 3 months of receiving the notice of intention to appeal

- Organise the refund of any membership fees as appropriate
- Management Committee membership:
- Receive nominations for election to the management committee and notices of resignation from the management committee and ensure that the necessary requirements have been fulfilled
- Process a request from 33% of members of the management committee to call a special meeting of the management committee
- Grants Applications:
- Ensure QFA receives all grants applicable to them through continuous checking relevant sources of funding and adhering to application guidelines diligently
- Police Checks:
- The Secretary may also be the nominated person to receive and file relevant Police Check records or Working with Children documentation.

## **8. Management Committee Processes**

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### **8.1 Frequency of meetings**

The management committee will meet as often as may be necessary for properly conducting the business and operations of the Association but must meet at least five times per year as a minimum.

### **9.1 Preparation and Circulation of Papers**

The secretary is responsible for ensuring the preparation and circulation of committee papers is undertaken in an efficient manner.

The committee papers will be circulated to management committee members prior to the committee meeting.

### **9.2 Retention of Papers**

The secretary must maintain a complete set of management committee papers at the Association's headquarters. The papers may be kept electronically. However, individual management committee members may retain their own papers in a secure location only for the duration of their term after which the papers must be destroyed or returned to the secretary.

### **9.3 Minutes**

The secretary will prepare minutes of each management committee meeting. Minutes are to be a concise summary of the matters discussed at the meeting. Minutes will include reference to the relevant committee papers tabled plus any official resolutions adopted by management committee members. All decisions will be recorded in the minutes. Draft minutes will be circulated to all committee members promptly after each meeting and will be signed by the president (or other chair of the meeting).

### **9.4 Disclosure of interests**

A management committee member should disclose to the committee if they hold any

office that could conflict with their duties to the Association or if they have an interest in the contract with the Association either as a supplier or customer or otherwise. The interest must be disclosed at the first management committee meeting after they accept that office or the first meeting at which the contract is considered.

A management committee member may make a general declaration that they are a member of any specified firm or company and are to be regarded as interested in all transactions with that firm or company.

## **9. Sub-Committees**

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The appointments to sub-committees of the management committee will be made and reviewed by the management committee on an annual basis. The review and appointment process will be led by the president.

The management committee may appoint ex-officio members to sub-committees if the management committee forms the view that the operations of a sub-committee may be enhanced through the appointment of an external member with qualifications and experience relevant to the activities of that particular sub-committee.

Minutes of sub-committee meetings will be kept in the same manner as minutes of committee meetings.

## 10. Management Committee Evaluations

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The management committee considers the ongoing development and improvement of its own performance as a critical input to effective governance.

As a result, the management committee undertakes an annual evaluation of its performance. This may be provided by an external provider.

## 11. Management Committee Member Induction

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New management committee members will undergo an induction process in which they will be given a full briefing on the Association. This will include meeting with the president and other officers, an induction package and presentations.

## 12. Review

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The Association's management committee members will review this Corporate Governance Statement periodically with a view to continually improve the Association's governance practices by assessing their effectiveness and to ensure that they are consistent with the Association's strategic plan.