



# Pickleball Australia Association

## **Governance Policy**

Related policies: Board Members Portfolio Policy

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Responsible Officer: Director 1 (Chair)



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## Policy Brief and Purpose

The purpose of this policy is to provide an outline for Directors and other stakeholders to understand the Board role within the structure of Pickleball Australia Association Limited (PAA).

## Principles

The Board of PAA is committed to compliance with all legislation and to the principle of natural justice.

## Definitions

The Standard Definitions of the PAA Operation Policy apply.

## PAA Membership

PAA membership falls into one of the following categories:

- Member States – have the right to receive notice of, attend and vote at General Meetings,
- Life Members – have the right to receive notice of, attend and but not vote at General Meetings,
- Affiliate Members – have the right to receive notice of, attend and but not vote at General Meetings,
- Clubs – are not entitled to receive notice of, attend or vote at General Meetings,
- Individual Members – are not entitled to receive notice of, attend or vote at General Meetings,
- (potentially another category created by the Directors. Such members may not be



granted voting rights.)

The following decisions are in the realm of the membership

- Appointment of the board
- Changes to the constitution
- Matters referred by the board or raised by a member

## Board of Directors

The Board of Directors is ultimately responsible for all matters regarding the management of the PAA.

The Board has the power to exercise all the powers of the organisation except those powers that the Act or Constitution requires to be exercised in General Meeting.

The Board's responsibilities include

- Appointment of CEO;
- Determining remuneration of the board members and the CEO;
- Performance evaluation of the board and the CEO;
- Monitoring the performance of the PAA;
- Compliance with the law;
- Approval of the budget;
- Approval of spending outside the budget;
- Ensuring that the financial affairs of PAA are properly audited;
- Setting the broad strategic direction of PAA through the business plan, with input from key stakeholders;
- Approval of the business plan;
- Approval of actions outside the business plan;
- Approval of policy;
- Operations not specified in policy;
- Operational matters referred to the board by the executive; and
- Maintenance of a risk management plan in accordance with the Work, Health and Safety Laws;

The Board may delegate any of its powers by a resolution or in policy. Any such delegations will be recorded. The Board remains responsible for overseeing any of its delegations.

The Board should include the following skills:

- Governance
- Board experience
- Finance
- Accounting
- Legal
- Sports administration
- Knowledge of, and experience with Pickleball

## Structure of Board

- Areas of management will be divided into portfolios with board members being allocated to and responsible for one or more of these portfolios as deemed appropriate.
- The board will consist of not less than three (3) and not more than eleven (11) directors, including the Board Chair.
- The workers for each portfolio will report to the relevant director for that portfolio.
- While the primary criteria for board selection will be skills offered by the nominees, without compromising the effectiveness of the Board, there should be some consideration of equal representation of gender and regions when making nominations.



## Directors

### Job Description

- The strategic direction of the PAA
- Financial operations and solvency
- Mentor senior executives
- Consult experts when required
- Participate in on-line discussions
- Vote on on-line resolutions
- Maintain a strategic plan, business plan and budget for their portfolio
- Devote sufficient time to their responsibilities
- Carry out duties as specified in their portfolio responsibilities

Upon taking office, each director will ensure that they have

- Read and understood the PAA Constitution
- Read and understood the PAA Governance Policy
- Read and understood the PAA Standing Orders
- Read and understood the PAA Board Members Orientation Manual.

### Expectations

#### Conflicts of interest

- The board will maintain a Register of Director Interests indicating
  - commercial interests
  - membership of other boards
  - partners or family interests
  - other potential conflict of interest
- The Register of Directors Interests will be available upon request.
- In matters where a director has a conflict of interest on a decision before the board, the director will inform the board, and the conflict will be recorded in the minutes of the meeting.
- The director may discuss and vote on the matter, unless the remainder of the board decides otherwise.

### Directors' Code of Conduct

The following points are in conjunction with the PAA Code of Conduct Policy

- Owe a fiduciary duty to PAA as a whole;
- Ensure PAA is not operating while insolvent;
- Act with the level of skill, care, and diligence expected of a volunteer director of a non-profit organisation;
- Not take improper advantage of the position of director, or allow conflicts of interests to influence actions;
- Make reasonable inquiries to ensure that PAA is operating efficiently, effectively and legally towards achieving its goals;
- Keep confidential all Board discussions and deliberations;
- Consult with the members as necessary to gauge opinion;
- Not engage in conduct likely to bring discredit upon PAA; and
- Comply with the spirit, as well as the letter, of the law, the constitution, and the policies of PAA.

## Board Chair

### Responsibilities

- Provide long-term vision for the board
- Chair board meetings
- Establish the agenda for meetings



- Be the spokesperson for PAA at the AGM
- Be the major point of contact between the board and all relevant international bodies
- Be the major point of contact between the board and all members
- Regularly review the performance of the PAA
- Provide mentoring for fellow Board members and the CEO
- Have a casting vote at meetings

## Election of Directors

The process for election of Directors is specified in the Constitution.

Single or multiple Directors may be elected at any General Meeting

In the event of an election where there are more candidates than there are positions to be filled, a poll is to be conducted in accordance with S12.2 (ii).

The Directors must at the first Directors' meeting after the AGM annually elect of their number to be the Chairperson by a majority vote.

## Executive

The following decisions are in the realm of the executive

- Appointment of staff and volunteers
- Spending within budget in accordance with the Finance Policy
- Execution of the business plan
- Operations within policy

## Board Calendar

The Board will develop an annual calendar including the following events:

- Board meetings
- Budget timeline
- Audit timeline
- Nomination timeline
- Planning timeline
- Compliance timeline
- Policy review timeline

## Disclosure

The following information will be made available on the PAA website

- Financial statements
- Planning objectives
- The constitution, governance policies and standing orders
- Corporate structure, members of the board, key executives and their remuneration
- The risk management plan
- Performance evaluations
- Board calendar
- Delegations of board responsibilities
- Approved policies



## References

Kiel, Geoffrey and Nicholson, Gavin, Boards That Work: a new guide for directors, McGraw-Hill, Australia, 2003.

Australian Sports Commission, National sporting organisations governance: principles of best practice, May 2002.

Australian Stock Exchange, Principles of good corporate governance and best practice recommendations, 2003.

Organisation for Economic Cooperation and Development, OECD principles of corporate governance, 1999.