

The Australian Powerlifting Union Ltd. Board Charter

The purpose of a board charter is to clearly define the respective roles, responsibilities and authorities of the board of directors (both individually and collectively) and management in setting the direction, the management and the control of the Australian Powerlifting Union Ltd. (APU).

1. Introduction

This policy sets out the major principles used by the Board to manage its affairs and enable it to discharge its responsibilities.

In carrying out its responsibilities and powers as set out in this charter, the Board will at times recognise its overriding responsibilities to discharge its duties in good faith, with care and act honestly in the best interests of the APU.

The Board considers governance to be the system or process by which the Board, exercising accountability to stakeholders, is directed and controlled to achieve sustainable improvement in the Organisation's prosperity commensurate with the risks involved.

2. Responsibilities and functions

The Board's key responsibilities are:

- to act in the interests of the Organisation as a whole;
- observe their duties as Directors in terms of the *Corporations Act 2001* (Cth) (**the Act**), common law, the Organisation's constitution and any other relevant legislation; and
- provide strategic direction for the Organisation and effective oversight of Management.

The key functions of the Board include:

- the appointment of Directors on the recommendation of the Nominations Committee, membership and role of Board Committees, including appropriate succession planning;
- ensuring a diverse and effective Board, in line with the Organisation's constitution with appropriate policies and procedures for the Board and its committees;
- appointing, supporting and providing advice and counsel to, evaluating and rewarding the Chief Executive Officer (**CEO**), taking an active role in overseeing the growth of the Management leadership talent pool and approving the Management succession plans;
- through constructive engagement with senior management and key stakeholders, review, add-value to, approve and monitor the APU's purpose, core values, ethical framework, strategic direction and objectives;



AUSTRALIAN POWERLIFTING UNION

- supporting, reviewing and monitoring the operational and financial performance of the APU;
- monitoring key financial and non-financial risk areas by ensuring the implementation of an effective risk management and internal control framework;
- consider and agree on Committee and management recommendations on key issues including APU organisational structuring and resourcing, capital management, significant contracts and capital expenditure;
- make, add to, alter or rescind any APU rules, regulations and by-laws as it sees fit;
- managing Directors' interests, conflicts of same and related-party transactions
- delegation of powers and authorities, while understanding the Board remains responsible for all decision of the APU;
- oversight of compliance with appropriate laws and regulations and major litigation;
- evaluating Board processes and performance of the Board as a whole, as well as contributions by individual Directors, ensuring the Board's effectiveness in delivering good governance, including performance and conformance matters;
- corporate governance matters, including frequency and agendas of Board and Committee meetings, and the appointment of the Company Secretary;
- matters pertaining to Members including meetings, communications and relations; and
- ensure that there is a strong working relationship with Sport Australia including regular communication on major issues confronting the APU.

3. Composition of the Board

The composition of the Board is determined using the following principles:

- the Board is comprised of a minimum of four and a maximum of nine Directors;
- two or three of the Directors shall be appointed by the Board based on identified skills and experience;
- the Chair of the Board is elected by the Board; and
- the Directors shall be independent as defined within the constitution and clause 6 below.

4. Director letter of appointment

The Chair provides each new Director with a formal letter of appointment setting out the basis of appointment and the powers and duties of a Director.

5. Director Induction and Education

5.1. Induction

Each new elected and appointed Director undertakes an induction process which involves the following activities:

- an individual meeting with the Chair and CEO to discuss expectations, duties and responsibilities;



AUSTRALIAN POWERLIFTING UNION

- attendance at briefing sessions which includes presentations on the business by the Executive Management Team members; and
- provision of a comprehensive package of materials in relation to the APU and Board, including the constitution, Code of Conduct, Conflict of Interest Policy, Risk Management Policy, the Strategic Plan, and any other relevant documents.

5.2. Education

The Board collectively, and as individual Directors, shall undertake on-going education and training to enhance their performance.

6. Criteria for assessing Directors' independence

The Board shall regularly assess the independence of each Director in light of the interests disclosed by them.

Each Director must provide the Board with relevant information to assess their independence.

In assessing independence, the following matters will be considered and a Director will be regarded as independent if that Director:

- is a non-executive Director (i.e. is not a member of Management);
- is not a director, officer or otherwise officially associated directly with a member or affiliated organisation;
- has within the last three years not been a principal of a material professional adviser or a material consultant to the Organisation or an employee materially associated with the service provided;
- has not been a material supplier of the Organisation, or an officer of or otherwise associated directly or indirectly with a material supplier;
- has no material contractual relationship with the Organisation, other than as a Director of the Organisation;
- has been free from any business relationship which could, or could reasonably be perceived to, interfere materially with the Director's ability to act in the best interests of the Organisation.

7. Tenure

Review Constitution and replicate

The constitution sets out that each elected Director shall serve a term of four years, at which time they may elect to nominate for re-election.

No Director may serve more than four successive terms.

Appointed Directors shall serve a term of one year, at which time they may elect to nominate for an elected Director role, or be re-appointed by the Board.

8. Chair's Responsibilities

The Chair of the Board has a major role as the head of the Board in providing leadership to the Directors and other functions including:

- leading and facilitating the Board;
- setting the Board direction and focus;
- conducting an effective decision-making process and ensuring that the Board is focussed on achieving outcomes;
- ensuring that no one has excessive influence;
- maintaining a professional working relationship with the CEO;
- acting as a spokesperson, where appropriate, in conjunction with the CEO;
- promoting constructive and respectful relations between Directors;
- ensuring that each Director appropriately contributes to the Board's decision-making process;
- ensuring the Board and individual Directors have a performance evaluation process;
- ensuring that the Board's workload is dealt with effectively;
- setting the agenda for each Board meeting, in conjunction with the CEO and other Directors, and modelling it against the Strategic Plan to ensure appropriate structure and monitoring;
- role-modelling ethical standards and behaviour based on the Organisation's agreed values;
- communicating and consulting with the Australian Sports Commission and other relevant stakeholders on significant issues, as appropriate; and
- ensuring meetings are effectively conducted and minutes are circulated and acknowledged in a timely manner.

9. Board Committees

The Board may establish from time-to-time appropriate Committees to assist the Board by focussing on specific responsibilities in greater detail than is possible for the Board as a whole, reporting to the Board and making any necessary recommendations.

Each formally constituted Committee, including ad-hoc Committees has a written charter, approved by the Board.

The membership, role and responsibilities, charter and performance of each committee are reviewed annually by the Board.

The present Board Committees are:

- Finance, Audit and Risk Committee; and
- State Management
- Technical
- Results and Record management
- Coaching

- Media

The existence of Committees should not be seen as implying a fragmentation or diminution of the responsibilities of the Board as a whole.

10. Conflicts of Interest

Directors have a duty to act honestly and in the best interests of the company and not to misuse position or information to gain unfair advantage, and to disclose conflicts of interest.

Potential conflict of interests of Directors may include:

- gaining services from members such as personal training or gym membership
- reputational gains as a personal trainer (through APU coaching)
- holding a position within the sport's membership
- a contract with the company (e.g. supply of services);
- related party loans, guarantees and other transactions;
- insider trading (e.g. share trading in other corporations using confidential information sourced from the Organisation); or
- profiting from an opportunity that rightfully belongs to the Organisation.

To manage conflict of interests in accordance with the requirements of the Act, the Board requires the following guidelines to be adhered to by Directors:

- declare existing or potential material conflicts to the Company Secretary when appointed and on an ongoing basis as the need arises to enable the Company Secretary to maintain a register of Director's interests and potential related party conflicts.
- provide an annual declaration to the Company Secretary for the purpose of updating the register of interests and related party transactions;
- when a conflict of interest arises, leave the Board meeting and not vote on any resolution that relates to the conflicted issue, unless the Directors who do not have a material interest in the matter have passed a resolution that identifies the Director, the nature and extent of the Director's interest in the matter and their relationship to the affairs of the Organisation and states that the interest should not disqualify the Director from voting on the issue;
- if a Director has provided notice on a material conflict the Company Secretary will ensure that the Director does not receive Board papers or other information related to the conflict; and/or
- no financial benefit can be given to a related party of a Director (including spouse, a de facto spouse, parents, children and certain related corporate entities) unless approved by the Board.

The Company Secretary should arrange to provide a standing notice about an interest and will record it in the Board minutes.

11. Indemnities and Insurance

A director has both a common law and a statutory right to inspect the documents of the Organisation. The Act provides that a Director is entitled to access to financial records at all reasonable times. This right applies to all Directors regardless of whether they have specific financial responsibilities, but a Director cannot extend the right to 3rd parties. Access to documents can be made through the Company Secretary at no cost to the Director.

For the purpose of certain legal proceedings a person who has ceased to be a Director has a right to access all books of the Organisation (including its financial records) at all reasonable times. This right extends for a period of 7 years after a person has ceased to be a Director.

11.1. Deed of Indemnity

Each Director, on appointment, shall execute the Deed of Indemnity with the Organisation in which the Organisation provides an indemnity to the Directors to the extent they are indemnified under the Act. Specifically:

- each Director or retired Director is indemnified against liability the Director may incur to another person (other than the Organisation or a related body corporate);
- the indemnity includes costs and expenses incurred in legal proceedings;
- in accordance with the law a Director is not indemnified for any liability arising out of negligence or lack of good faith;
- if the Director or retired Director has incurred a liability to which the indemnity applies then the Director need not incur any expenses before enforcing the right to the indemnity;
- where the indemnity covers a claim against a Director, the Organisation is entitled to assume the conduct, negotiation or defence of the claim and the Director must co-operate with the Organisation in relation to the claim; and
- in certain limited circumstances a Director may engage separate legal advisors.

The Company Secretary is available to clarify any issues arising from the indemnification deed.

11.2. Directors and Officers Insurance

Included in the annual agenda structure is the review of the Directors & Officers Insurance policy. Written details of the policy are provided to the Board as part of an overall risk management strategy. Each Director is required to truthfully answer all questions in the insurer's proposal document and to disclose any information to the insurer which would be relevant to the insurer's assessment of the risk.

The Organisation has agreed to pay the Directors & Officers Insurance premiums and not to do anything which may prejudice this policy.

12. Company Secretary

The Company Secretary is accountable to the Board through the Chair on all governance matters.

All Directors have direct access to the Company Secretary.

The appointment and removal of the Company Secretary is a matter for decision by the Board as a whole. The position of Company Secretary can also be held by the CEO.

13. Access to Professional Advice

Directors and Board Committees have the right in connection with their duties and responsibilities to seek independent professional advice at the Organisation's expense, subject to:

- prior approval of the Chair, Committee or the Board which is not unreasonably withheld; and
- information so obtained is shared with all Directors or Committee Members as appropriate.

14. Role of Chief Executive Officer

The CEO is responsible for the overall day-to-day management and the performance of the Organisation. The CEO manages the Organisation in accordance with strategy, delegations, business plans and policies approved by the Board to achieve agreed goals and objectives included therein.

15. Strategic Direction and Oversight

The Board reviews the Organisation's long-term strategic plans and the major issues that it and management expects the Organisation to face in the future.

The Board sets the broad parameters for the preparation of the Organisation's Strategic Plan.

The Board only approves the Strategic Plan after conducting a rigorous review, including considered stakeholder input on major strategic initiatives.

The review includes a thorough understanding of what is required to successfully execute the Strategic Plan.

The Board approves a performance management system that has key performance measures (budget and financial/non-financial KPI's) aligned with the Strategic Plan and ensures that the remuneration of Management (including the CEO) is aligned with the achievement of strategic outcomes.

16. Board Meeting Annual Agenda

The Board must establish and endorse by the end of June each year its annual meeting agenda. The annual agenda should be aligned with the strategy cycle of the Organisation and bring many governance aspects of this charter to life.

The annual agenda dictates the dates, times and locations of Board meetings in the upcoming year. Refer XXX TEMPLATE

17. Board Meeting

Directors have adopted the following procedures:

- there are a minimum of five Board meetings per year, including one meeting dedicated to strategy development and review;
- proper and timely notice of meetings is provided with an outline of proposed business (AGENDA);
- agenda papers which include executive summaries and resolutions are provided 7 days in advance to allow time for review;
- an action list is presented to ensure all outstanding items are dealt with, including monitoring progress of past decisions;
- matters for decision and discussion are addressed at the beginning of meetings;
- the Board meets periodically without the CEO present to discuss sensitive issues;
- a general business item is on the agenda so that Directors may add items for discussion or information;
- minutes are clear, accurate and have the appropriate detail; and
- draft minutes will be distributed to the Directors within 7 days after the meeting, and Directors will respond with comments within a further 7 days.

18. Board Meeting Attendance

Unless invited by the Chair, only the CEO and CFO will attend Board meetings.

Advisors and other parties external to the Board are invited to attend Board meetings by the Chair, as appropriate.

19. Quorum

In all circumstances, at least four Directors must be present to constitute a quorum.

The constitution contains detailed information in regard to the process where a quorum is not met.

20. Access to Management

The Board and individual Directors have the power to meet or make inquiry with the CEO outside of scheduled Board or Committee meetings. The Board and individual Directors may meet with Management in consultation with the CEO.



AUSTRALIAN POWERLIFTING UNION

Directors will use their judgment so that contact is not distracting or disruptive to the business operation of the Organisation and will therefore initially raise any material issues or concerns with the CEO.

21. Code of Conduct

The Organisation takes ethical and responsible decision-making very seriously. It expects its staff, managers and Directors to do the same.

Based on the Organisation's core values, the code is designed to encourage ethical and appropriate behaviour in all Organisation activities and dealings with stakeholders based on the Organisation's core values.

The code also addresses matters relevant to the Organisation's compliance with its legal obligations to all stakeholders.

The Board has an appropriate system for enforcing compliance with the code.

22. Corporate Social Responsibility

The Organisation is committed to the long-term sustainability of its operation and aims to optimise, or minimise (whatever the case may be), the social, environmental and economic impact of its significant business proposals and ongoing operations for the benefit of all stakeholders.

The Board ensures that the Organisation's Corporate Social Responsibility performance is consistent with its business strategies and brand/reputation.

23. Political donations

The Organisation does not make political donations.

24. Risk Management

Risks are any event or action that threatens the assets and earnings of, values or services provided by the Organisation. It is the Board's role to establish a sound system of risk oversight and management and internal control.

The Board has implemented a risk management approach reporting to the Finance, Audit and Risk Committee, based on the following core elements:

- the identification of key business risks;
- the measurement of each identical risk in terms of potential impact and likelihood of occurrence;
- an assessment of the external environment and the control mechanisms in place to manage the risk;
- the development of action plans to manage the risk; and



AUSTRALIAN POWERLIFTING UNION

- constant monitoring of the program and reviewing continued economic justification and/or process improvement opportunities.

To support this formalised process for identifying, prioritising, assessing and managing the key business risks, the Executive Management Team members deal with specific risk areas across the Organisation. This strategy is incorporated on the corporate plan and integrity into business plans, external audit plans and the training program.

The Board regularly reviews the key risks identified by the Executive Management Team through the Audit and Risk Committee. Risk and compliance information is reported to the Audit and Risk Committee.

The Board ensures that the Organisation, at all levels, prescribes to a desired culture and exhibits accepted behaviours that are consistent with the agreed risk appetite.

25. Compliance system

The Board oversees the performance of an effective compliance system which requires, at a minimum, that:

- the Organisation complies with all relevant statutes, regulations and other requirements places on it by external bodies;
- effective internal controls exist and there is full and accurate reporting to the Board in all areas of compliance; and
- the Organisation is financially secure and is able to meet all its financial obligations when they fall due, in the normal process of business.

26. Policy and Procedures

The Board is responsible for:

- the development, enforcement and review of delegations (financial and non-financial);
- approving and monitoring compliance with all significant policies and procedures by which the Organisation is operated; and
- approving policies and procedures designed to ensure the Organisation operates at all times within applicable laws and regulations and in accordance with the Organisation's values and ethical standards.

27. Board's Role in Critical Incident Management

The Board has two key roles in a critical incident situation, one prior to the critical incident and the other during.

Prior to any critical incident, the Board ensures that there is in place a comprehensive critical incident management plan that has been tested and employees have been trained in its execution.



AUSTRALIAN POWERLIFTING UNION

During any critical incident, the Board will fully support management in its continuity and recovery effort. The Manager responsible for Marketing and Communications will advise on urgent media and communications issues.

The chief spokesman during any critical incident will be the CEO supported by specified members of senior Management, the Head Coach, or the Chair as needed.

28. Integrity of financial reporting

The Board ensures that a structure of review and authorisation is designed to ensure the truthful and factual presentation of the Organisation's financial position and performance.

The structure is overseen by the Finance, Audit and Risk Committee, although this delegation does not diminish the ultimate responsibility of the Board to ensure the integrity of the Organisation's financial reporting.

29. CEO and CFO assurance

The Board requires that the CEO and where applicable, the CFO or Finance Manager, state in writing to the Board that the Organisation's financial reports present a true and fair view, in all material aspects, of the company's financial condition and operational results and are in accordance with relevant accounting standards.

This statement is complemented by a statement that indicates that financial reports are founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board, and that this system of risk management is operating efficiently and effectively in all material respects.

30. Annual Report to Members and other stakeholders

The Board provides the Members and other stakeholders with a comprehensive annual report outlining how they fulfilled their governance role, the achievements of the Organisation, the aspirations of the Organisation and sufficient financial information so that members can make a judgment as to how effectively the Board is fulfilling its role.

31. Annual General Meeting

The Organisation encourages effective communication with Members and their effective participation at general meetings and has strategies in place to effect this.

All Directors are expected to attend Annual General Meetings.

32. Board, Chair and Directors Effectiveness Performance Assessment

The Board through the Nominations Committee, reviews its own performance and that of the Board Committees annually.

The performance of the Chair shall be reviewed annually.



AUSTRALIAN POWERLIFTING UNION

The performance of at least two Directors shall be reviewed each year on a rotational basis so that each Director has their performance evaluated each term. No Director shall be required to undergo a performance evaluation in the first 12 months of their election or appointment.

These processes ensure that the Board and Board Committees are working efficiently and effectively in discharging their responsibilities (against measurable and qualitative indicators).

33. Review of CEO Performance

The Board sets the performance criteria for the CEO, which are regularly reviewed by the Board.

The Nominations Committee facilitates the performance review, with all the Directors have an opportunity to contribute to the review.

34. Directors' Remuneration

The Nominations Committee recommends to the Board appropriate remuneration policies.

Directors are reimbursed all out-of-pocket expenses incurred by them in carrying out their duties as Directors.

The Company Secretary handles all reimbursement matters.

35. Charter Review

The Board reviews this charter regularly and makes changes as necessary.

The Company Secretary is responsible for monitoring and maintenance of this charter.

Board Meeting Papers and Decision-Making

1. Board Meeting Papers

The agendas for individual Board meetings should include (But not be restricted to):

- Minutes and Action List
- Conflicts of interests regarding any agenda items for decision
- Annual agenda items allocated to the meeting (including monthly CEO and CFO Financial Report)
- Other strategic issues for discussion
- Issues of litigation or non-compliance
- Items submitted for consideration and decision
- Items submitted for information (monthly general manager report overviews, material transactions, financial review etc)
- Other general business

Meeting agendas should be well balanced (i.e. among the time allocated between strategy, performance, compliance and other business). There should be no organisational topics that are “off-limits” for discussion (i.e. Directors should feel free to speak out openly and honestly without fear of criticism, even when voicing a minority position or dissenting view).

The format and content of Board papers should be driven by the annual agenda and the Board’s information requirements. The agenda should drive what information the Board needs from management and other sources to aid informed decision-making. The reporting of information to the Board is essentially by way of Board papers.

The Board meeting papers should:

- be concise, timely, relevant, accurate and material to the type and nature of matters to be discussed;
- include timely, appropriate and in-depth external information (e.g. media and industry reports, market trends, competitor activity, stakeholder research);
- encapsulate the Organisation strategy and identify the key things which are driving or inhibiting effective execution of that strategy;
- contain a balanced picture of performance (not just the “good news stories” or what management thinks the Board only needs to know) and promptly communicate any potential warning signs or bad news (problems or failures are reported early and honestly);
- regularly track key variables with accuracy and consistency; and
- appropriate information on the Organisation’s performance (including financial and non-financial performance indicators and real insights into performance dynamics and the performance outlook) and how risks are being managed to enhance the Organisation’s performance.

The papers should include the CEO’s report.



AUSTRALIAN POWERLIFTING UNION

Where possible, information technology should be used to enhance the oversight capabilities through effective collection, distribution, access and reporting of Board information.

The Corporations Act provides that Directors meetings may be called or held using any technology consented to by all Directors. The consent may be a standing one. A Director can only withdraw their consent within a reasonable time before the meeting. Informal communications outside the Board meetings contribute to overall Board effectiveness (e.g. Organisation lunches, dinners and other activities like Member-Organisation meetings which help build rapport and understanding).

2. Decision-making elements

Strategic Fit

- Is the proposal part of the existing strategy?
- Is the strategy still applicable?
- If it is not part of the existing strategy, why are management submitting this proposal?
- If reasons are substantive, then should we review the existing strategy?

Financial considerations

- Are the financial requirements of the proposal clearly articulated?
- What effect will this project, if approved, have on our cashflow?
- Are there robust financials giving various scenarios supporting the proposal?
- Where necessary, has an independent financial due diligence been completed?

Strategic and operational risks

- Have the significant strategic risks been identified?
- Are there alternative proposals that may achieve a better result?
- Have all significant operational risks been identified?
- Have appropriate risk management decisions been made in relation to these risks?

Due diligence

- Have the benefits and disadvantages of the proposal been clearly identified?
- Have all appropriate areas of due diligence been completed using external resources where necessary?
- Have all regulatory (including ACCC) issues been considered?
- Has third party information been used to test market key assumptions?

Member, stakeholder and market perception

- How will members receive the decision?
- If there are concerns, how are they to be managed?



AUSTRALIAN POWERLIFTING UNION

- Are there any other stakeholder issues that need to be managed (e.g. participants, customers, staff and suppliers, communities, funders)?
- Are there other ways of constructing the proposal to enhance market perceptions?

Ethical fit

- Will the organisational values be compromised?
- If the decision became front-page news, would it embarrass the Organisation or Directors personally?
- If the decision involves other regions or communities are there any ethical or social responsibility questions?
- Will the environment be compromised?

Availability of resources

- What effect will the transaction have on the asset base?
- Does our current management have the competencies and resources to successfully implement the decision?
- If alternate resources are required are they easily obtainable?
- What effect will the decision have on other resources, including technology, premises etc?

Synergy

- Does the proposal provide potential synergies with the existing business?
- Have the benefits derived from this synergy effect been clearly articulated?
- Are there any other future developments that may enhance the synergy effect further?

Value creation

- Does the proposal clearly highlight the financial and non-financial outcomes?
- How does the proposal create value for members?
- Is there a clear mechanism to monitor/measure the value created through implementation of the proposal?

Contingency plans

- Does the proposal consider a “worst case scenario” in the event of failure?
- Are contingency plans detailed?

Monitoring mechanisms

- Does the proposal outline Board monitoring mechanisms?
- Do the monitoring mechanisms include
 - Regular reporting timelines
 - Progress reports covering:

Retained and Delegated Authorities

1. Items retained by the Board

The Board has the following guidelines to assist Management with issues that must come to the Board. The CEO is responsible for reporting to the Board on business operations. They include:

- Appointments
 - Appointment of the CEO
 - Appointment or removal of the Company Secretary
 - Approval of senior management appointments
 - Membership and terms of reference of Board Committees
- Board and senior management
 - Delegations of authority to the CEO
 - Ratification of the organisational chart
 - Approval of remuneration and incentive policies
 - Approval of senior management remuneration
 - Management contracts
 - Overseas visit approvals
 - Approval of succession plans
 - Disclosure of conflicts of interest
 - Assessment of the Organisation's, Board's and CEO's performance
 - Matters concerning the governance of the Organisation
- Relations with the Members and stakeholders
 - Arrangements for the Annual General Meeting and other General Meetings
 - Matters relating to reports required by the Corporations Act
 - Suggestions for nomination of directors for election by the Members
- Financial matters
 - Approval of annual accounts and directors' reports
 - Approval of accounting policies
 - Approval of the internal audit plan
 - Any question of borrowing or giving security over assets
 - Treasury policies including foreign currency and interest rates
 - Bank accounts and signatories
 - Acceptance of audit reports including management letters
- Business strategy
 - Approval of strategic objectives
 - Approval of strategic plan
 - Approval or proposals for major expansion or closures
 - Approval of budgets
 - Approval or performance indicators
 - Setting priorities
- Capital expenditures



AUSTRALIAN POWERLIFTING UNION

- Approval of the capital expenditure budget and alterations to it
- Approval of priorities
- Approval of individual expenditure items above \$x
- Lease or purchase of buildings
- Major transactions not included in the budget or outside the ordinary course of business
- Actions or transactions which might involve questions of legality or propriety
- Internal controls and reporting systems
 - Risk assessment and insurance
 - Risk management policies
 - Approval of company policies, including compliance with the law
 - Approval or reporting and monitoring systems
- Donations and sponsorships above approved limits.
- mission, vision and values, strategic direction, objectives and budgets, as part of the corporate plan;
- corporate policy and compliance in accordance with key policies and manuals identified in the Board charter;
- monitoring achievement of corporate plans and objectives and performance against appropriate benchmarks;
- capital expenditure as specified in the annual capital budget;
- remuneration of CEO and direct reports;
- major decisions beyond management delegations;
- risk profile and control framework;
- external and internal audit recommendations/appointment;
- major issues affecting the Organisation's external environment and corporate reputation;
- governance issues, including major potential or actual litigation, or non-compliance with legislation or the Organisation's policies;
- Executive Management succession planning;
- acquisitions;
- investment policies and mandates;
- debt raising;
- new products and services;
- organisational structure;
- delegations; and
- Committee reports

2. Delegation to Management Items

The following items have been approved by the Board as being within the realm of Management's authority, subject to clause 3 below.

In delegating responsibility to Management, the Board understands it is ultimately responsible for all decisions and shall keep itself properly informed of significant issues.

2.1. Financial and contractual delegations

- Approved capital expenditure in line with the budget
- Operational expenditure, in line with annual limits or known contract values
- Exceptions to general delegations for annual budgeted expenditure
- Commencing, or settling any litigation.
- Writing off or writing down assets
- Writing off bad debts
- Negotiating sponsorships
- Negotiating and entering contracts
- Taxation and duty payments
- Approval of payroll and on-costs
- Credit card/purchase card issue

2.2. Tendering

- Issue tenders
- Receive tenders
- Open tenders- must have two
- Post tender negotiations
- Tender acceptance
- Providing quotes

2.3. Human Resources Delegations

- Remuneration policy
- Conditions of employment, including packages
- Bonuses or ex gratia payments
- CEO direct reports- appointment, transfer, terminations etc
- Executive Management Team- appointment, transfers, terminations
- Other staff- appointment, transfer, terminations
- Creation of new positions
- Classification
- Position evaluation and position regrading
- Disciplinary action
- Redundancies

2.4. Other delegations

- Business unit structure
- Company policy approval/authorisation
- Banking arrangements, including signatories
- Borrowing agreements
- Insurance agreements
- Appointment of legal advisors
- Invest funds
- Confidentiality agreements
- Make public statements.

3. Delegation limits

Whilst being responsible for the day to day operations of the Organisation, the CEO shall be required to seek Board approval on the following matters:

- Entering into any contract valued above **\$200**;
- Unbudgeted capital expenditure valued above **\$1000**;
- Unbudgeted operating expenditure valued above **\$1000**;
- Varying budgeted capital expenditure by more than **\$1000**;
- Varying budgeted operational expenditure by more than **\$1000**; and
- Writing off or writing down assets or bad debts above the amount of **\$200**

Limits expressed refer to the maximum amount committed on behalf of the Organisation, not individual invoices.

Directors Induction Program

Common law and statutory obligations aside, new Directors, in order to make immediate worthwhile contributions to the Board's deliberations, need to quickly gain a good understanding of how the Organisation operates.

It is expected that all new directors will undergo an induction process. The induction will include relevant meetings and will also include providing the new director with access to all relevant documents. The below list is suggestive of the sorts of meetings and documents that may be included in an induction but should not be seen as required or exhaustive.

A comprehensive induction program could include:

- Information package including:
 - Constitution
 - Information about the organisation, e.g.
 - Organisational chart
 - Contact details for fellow directors and key staff
 - Board and senior management CV's
 - Board charter
 - Board committee charters and membership
 - Strategic and business plan, including budgets
 - Last 3 board meeting minutes
 - Current and recent (suggest last 3 years') financial statements
 - Overview of key stakeholders
 - Key organisation policies (eg risk management, conflict of interest)
 - Glossary of definitions of terms and acronyms
 - Board calendar (Board meetings/other functions)
 - Annual Board Planner
- In-depth meetings to discuss the Board charter, how the Board operates, the main business, financial dynamics, business value drivers and other matters of significance with:
 - Board Chair
 - CEO
 - Senior management
 - Company Secretary
 - CFO/Finance Manager
 - External Auditor
 - Legal Counsel
- Follow-up meeting with Board Chair to discuss any issues arising from the induction program.



AUSTRALIAN POWERLIFTING UNION

- The way in which any Board pursues its objectives will be influenced by many factors including the governance structure, competition, community expectations and even the personalities of those who are present in the boardroom and executive suite.