



## **KEY DIRECTORS POSITION DESCRIPTION POLICY**

**Equestrian Western Australian Incorporated**

ABN: 5359 1481 584

Policy:	Key Directors Position Description Policy
Policy Area:	Board & Governance Policies
Date Approved:	5 <sup>th</sup> August 2010
Replaces Policy No:	NEW
Sources/References:	Australian Sports Commission WA Sports Federation

The Board's job is to govern EWA, management's job is to run EWA. The Board's primary role is one of stewardship and trusteeship on behalf of members, ensuring that the legal entity (EWA Inc.) remains viable and effective in the present and for the future. The Board is ultimately accountable for all organisational matters.

All Directors of Equestrian WA Incorporated are expected to adhere to the Code of Conduct & Good ethics for the Board. In addition Board Directors have specific roles and responsibilities:

### **DIRECTOR'S RESPONSIBILITIES**

1. Understand the role and responsibilities of a Director
2. Duty to act in best interests of the organisation
3. Duty to bring an independent mind to decisions
4. Are informed
5. Duty to exercise care and diligence
  - Financial, strategic, and operational position/performance of EWA
  - Culture of EWA
  - Relationship between Board and management
  - Other Directors
6. Duty to not improperly use position
7. Duty to not improperly use information
8. Duty to disclose interests
9. Have something to contribute
10. Devote adequate time for preparation

### **CHAIRMAN RESPONSIBILITIES**

1. Understands their role and responsibilities as a Director and Chairman;
2. Understand and comply with the EWA standing orders;
3. Guides the Board on what it has to achieve, both in the long and the short term, and ensures the Board is effective and efficient;

4. Ensures the Board maintains a relevant focus within the identified strategic plan;
5. Ensures the Board acts in accordance with their responsibilities and codes of conduct and good ethics;
6. Shapes meeting agenda and papers;
7. Ensures all board discussions are clearly summarised and directed towards a definitive decision or resolution;
8. Ensures decisions are implemented in a timely and proper manner;
9. Fulfils duties as representative and spokesperson for the Board to the members and wider equine community, including at EA level:
  - The Chairman is representative on matters of governance, When representing the Board, the Chairman should limit comments to Board consensus,
  - The CEO is spokesperson on matters relating to the operation of EWA;
10. Provide guidance, advice and counsel to Directors including regular assessment of director performance measures;
11. Responsible for the integrity and effectiveness of the governance process;
12. Ensures all Directors contribute;
13. Ensure that all Directors actively build and maintain the EWA image and reputation;
14. Makes the Boards requirements clear to the CEO;
15. Maintains a strong working relationship with the CEO;
16. Acts as ex-officio on all EWA Committees.

#### **CHAIRMAN AUTHORITY**

1. Where urgent decisions are required to be taken by the Chairman between meetings, the Chairman shall always ensure this is done in accordance with of the Constitution, and ensure ratification for such interim decisions is sought at the next meeting; and,
2. Where external parties request decisions that may be outside but not in conflict with existing policies and approvals, the Chairman may provide interim advice including the statement that the matter must be discussed by the Branch Committee.

#### **CHAIRMAN RELATIONSHIP WITH CHAIRS OF EWA COMMITTEES**

1. Ensure that all Chairs and Committees actively build and maintain the EWA image and reputation;
2. Makes the Boards requirements clear to the Committee Chairs;
3. Maintains a good working relationship with the Chairs;
4. Provide guidance, advice and counsel to Chairs;
5. Ensures Committee Chairs understand and comply with EWA policies, procedures and protocols.

#### **VICE-CHAIRMAN RESPONSIBILITIES**

1. Understands their role and responsibilities as a Director and Vice-chairman;
2. In the absence of the Chairman they are to perform those duties stated above;
3. To perform such other duties as the Chairman or Board may require from time to time.

#### **FINANCE DIRECTOR RESPONSIBILITIES**

1. Understands their role and responsibilities as a Director and Finance Director;
2. To chair the Finance, Budgets and Audit Sub-Committee;
3. To ensure proper procedures and protocols are undertaken in respect to the management of Equestrian WA finances;
4. To prepare and present finance reports to the Board regularly that make clear:
  - Significant trends;
  - Credible projection of revenues and expenses;
  - Separation of capital and operational items, and cash flow statements;
  - Current and future capital requirements;

- Data relevant to agreed benchmarks and Board-agreed measures, e.g. financial ratios to be determined by the Board; and
  - Further Board financial data as determined by the Board from time to time;
5. To present a proper set of audited accounts to the Annual General Meeting;
  6. Make assessments and recommendations to the Board on variations and proposals for income and expenditure;
  7. To assist the CEO, as requested, in maintaining proper accounts and records of Equestrian WA finances and in the production and monitoring of budgets.

### **SEC DIRECTOR RESPONSIBILITIES**

1. Understands their role and responsibilities as a Director and SEC Director;
2. To chair the SEC Management & Business Sub-Committee;
3. Provide guidance for the CEO in achieving SEC strategic outcomes;
4. To ensure proper procedures and protocols are undertaken in respect to management of the SEC;
5. Meet with key SEC stakeholders as and when required to discuss current and relevant issues that affect EWA and the stakeholders;
6. To present an annual report for the members at the Annual General Meeting;
7. Make assessments and recommendations to the Board regarding current and planned capital works;
8. To assist the CEO and Finance Director, as requested, in the production and monitoring of the SEC budget.