



SWAN DISTRICTS FOOTBALL CLUB INC

GOVERNANCE AND RISK COMMITTEE

Terms of Reference 2022

1. Purpose and Scope

The purpose of the Swan Districts Football Club (SDFC) is to build community and develop people. Our vision is to be a well-connected and engaged community club which improves social outcomes and sense of well-being in the Swans community. In turn, this will improve the club's relevance by creating a reciprocal sense of belonging between Swans and the community the club belongs.

The Governance and Risk Committee (Committee) is a Board Sub-Committee responsible for oversight of, and advice and recommendations to the Board on areas such as governance and compliance issues.

2. Values

The following enduring SDFC values represent what we stand for and how we behave. These values are the cornerstone of the club and are to be used to guide the actions of the Committee.

- We act with integrity
- Everyone matters
- Raise the bar to be the best you can
- We fly together

3. Objectives

The Committee will achieve the following objectives in supporting the Business Sustainability component of the SDFC Strategic Plan (2018-2022).

Governance

- Oversee and recommend improvements in all aspects of the Club's governance structures, its policies, procedures and reporting requirements to ensure compliance and best practice outcomes in consultation with relevant parties.
- Keep the Board informed about new legislative and reporting requirements under State and Federal statutes and regulations which may impact the good governance of the club.
- Oversee good management practices and policy development in collaboration with interested parties including the WAFC and AFL and its affiliate bodies.
- Oversight of progress of the SDFC Strategic Plan (2018-2022) and recommend changes where appropriate.
- Assist with evaluating the efficacy of any policies, programmes or events when requested by the Board.



- Advocate for Best Practice Outcomes in all areas of the management of the club and its Sub-Committees.
- Ensure new Board members undertake an induction and are made aware of the club's Code of Conduct and governance requirements.
- Recruit and interview candidates for Board directorship.
- Support, encourage and recommend opportunities for Board development.
- Conduct annual evaluations for Board Directors, the Chief Executive Officer, Sub-Committees and the Board.
- Responsibility of recruitment and succession planning for the Chief Executive Officer.
- Oversight of the Annual General Meeting or Special General Meetings as required.
- Create strategies to ensure the Board is functioning appropriately and efficiently.

Risk Management

- Build a strong risk management and safety culture throughout the Club.
- Continuously improve a dynamic club risk management framework.
- Design and oversee the implementation of a health and safety workplace policy and procedure.
- Ensure there are effective systems in place for risk management including assessment of internal processes and documentation for determining, monitoring and assessing key risk areas including:
 - non-compliance with laws, regulations, standards and best practice guidelines.
 - important judgments and accounting estimates.
 - litigation and claims.
 - fraud and theft.
 - any other business risks that are not dealt with by a specific committee.
- Review and update the Risk Register annually.
- Review and recommend to the Board the Risk Policy and Procedure annually, and other relevant Risk Management Policies and Procedures.
- Receive and analyse regular Compliance reports and ensure remedies are facilitated in an appropriate and timely manner.
- Ensure there is a clear policy and procedure for reporting, actioning and documenting breaches of laws, including fraud and theft.

4. Authority

The Committee will focus on governance and risk processes affecting the deliverables associated with the club's Strategic Plan. For this purpose, the Committee is delegated the necessary power and resources to meet its charter.

The Board does not authorise the Committee to commit to expenditure or enter into contractual agreements on behalf of the club without a specific instrument of delegation from the Board.

5. Membership

The membership of the Committee should comprise:

- SDFC Governance Director as Chair
- SDFC President (Ex-Officio)
- SDFC Chief Executive Officer



- Up to two other co-opted persons with relevant governance and/or risk experience and/or skills.

The current membership of the Committee will be:

- Brendan Valentine – SDFC Director (Chairperson)
- Peter Hodyl – SDFC President (Ex-Officio)
- Sarah Curnow – Northern Star Resources Ltd
- Jeff Dennis – SDFC Chief Executive Officer

Membership of the Committee will be appointed and changed at any time by the Board.

6. Relationship with Management

The Chairperson will provide advice and guidance to the Committee and review management’s completion of tasks as required. SDFC management shall undertake an executive role on this Committee by:

- Liaising with the Chairperson in the preparation of the agenda and minutes.
- Making recommendations to the Committee.
- Executing actions approved by the Committee.

The Chairperson will provide reports and advise recommendations of the Committee to the Board.

7. Operation Principles

- The Committee shall meet as frequently as circumstances dictate, but not less than six times annually.
- The Committee Chairperson will call meetings of the Committee.
- Quorum to be three members, one of which must be a SDFC Board Member.
- The Committee will nominate a Secretariat.
- An agenda and notice of the meeting to be provided to the Committee one week prior to the meeting.
- Each member must attend a minimum of 50% of meetings during a 12-month period.
- Minutes of each meeting will be circulated and reported to the Board through the Committee Chairperson.
- There will be an annual review of the Committee’s effectiveness.
- Members of the Committee are subject to the SDFC Code of Conduct and all new members will be provided with a SDFC induction.

8. Evaluation of Committee Effectiveness

The Committee will undertake an annual self-evaluation of effectiveness. The following matters will be considered:

- These terms of reference.
- The composition of the Committee.
- The operating principles of the Committee.
- The attendance and performance of respective members of the Committee.

9. Revision History

Version No.	Date Approval	Contact
2		Jeff Dennis

