



Terms of Reference

For:	Risk and Governance Committee	Last reviewed:	June 2022
Prepared:	CEO	Authorised:	Commission

OVERVIEW

The purpose of this document is to provide information pertaining to the duties and responsibilities of the Risk and Governance Committee. The Committee is a sub-committee of the Basketball SA Commission. Other supporting documentation will also be provided to assist in the fulfilment of the role as necessary.

BASKETBALL SA VISION

We will:

- Be the sport of choice
- Have a united culture
- Embrace a diverse community

BASKETBALL SA MISSION

To raise the profile of basketball together through the development and promotion of the game.

BASKETBALL SA GOALS

- United culture
- Strong clubs and associations
- Grow BSA family

BASKETBALL SA VALUES

- Inspire- encourage, celebrate, excite
- Connected- inclusive, supportive, united
- Open- integrity, responsible, fair
- Progressive- proactive, innovative, challenging

ROLE OF THE COMMITTEE

GOVERNANCE

The Committee shall:

- Review the BSA Constitution to ensure best practice governance and compliance with Sport Australia Governance Standards.
- Ensure the membership and affiliation structure of Basketball SA is conducive to the organisation's vision, mission, goals, and values, and maximises member benefits
- Implement a Commission Appraisal on an annual basis and prior to March of each year

GENERAL RISK AND MONITORING

- Regularly review the Basketball SA Risk Register and Framework
- Review the risk appetite and risk tolerance determined by the Commission with respect to relevant categories of governance risk

- Report critical risk matters to the Commission
- Ensure the timely flow of risk related information to staff and volunteer workforce

AUTHORITY AND INDEPENDENCE

AUTHORITY

The Committee has no executive power, unless delegated by the Commission.

RECOMMENDATIONS

The Committee shall make recommendations to the Commission on any area within its Terms of Reference.

The Committee shall make any budget or resource recommendations to the BSA Finance and Audit Committee for consideration in accordance with the annual budget preparation process.

No action will be taken by the Committee until the minutes and the appropriate recommendations have been adopted by the Commission. The Commission will outline to the Committee its powers and authority to act, in which case further reference to the Commission will not be required.

Urgent matters may be considered by the Commission out of meeting cycle by way of circular resolution.

COMMUNICATION

Communication by the Committee members to Basketball SA staff or the Commission should be directed through the Chair to the CEO unless direct communication has been approved at a prior Committee or Commission meeting.

MEMBERSHIP

The Committee shall consist of the following:

- Two Commission members one of which holds an Executive position on the Commission (eg. Chair or Deputy Chair)
- At least three and up to four independent members (as defined in the BSA Constitution) with relevant professional skills and experience
- Two Basketball SA staff members (one of which is the CEO and one of which will be designated as secretariat)

All members listed above will be active contributors to the committee however BSA staff will not be entitled to vote. All other Committee members will be entitled to one vote each.

COMMITTEE NOMINATION PROCESS

Nominations for Committee positions will be assessed by the Commission. The Commission will appoint members to the Committee in consideration of the individual's relevant experience in:

- governance
- strategic roles
- corporate responsibility
- sports ethics
- culture
- risk management

Appointments will occur within one month after the BSA AGM and Committee Members will serve for two years.

CHAIR

A Chair and Deputy Chair will be appointed by a vote of Committee members for a 1 year term commencing from the first meeting after appointments or first meeting after the BSA AGM if no new appointments are made in a given year. The Chair and Deputy Chair must voluntarily nominate for the role. The Chair and Deputy Chair may renominate for the role each year that they are a member of the Committee.

ROLE OF THE CHAIR

- To ensure each member has opportunity to contribute equally in meetings
- To disseminate information between the Committee and the Commission
- To develop the meeting agenda in collaboration with the secretariat and/or CEO
- To chair the meeting in line with the agenda
- Coordinate voting processes within meetings
- Review minutes prior to distribution

MEETINGS

FREQUENCY

The Committee shall meet at least two times per calendar.

Any member of the Committee may request additional meetings if required. Such a request should be directed through the Chair who will have the authority to decide if such a meeting is necessary.

MEETING DAY AND TIME

The regular meeting shall be held at a suitable time as agreed by the Committee and will be confirmed on the agenda.

The Committee may elect to conduct meetings using any form of technology that allows each member the opportunity to effectively participate.

QUORUM

A quorum for regular meetings will constitute 51% of the total membership and must include the Chair (or Deputy Chair). Committee members may delegate another Committee member as their proxy for voting purposes (the Chair must be notified of this prior to the meeting). No other proxy arrangement will be recognised.

AGENDA

The regular meeting agenda and any supporting documents are to be distributed to the Committee members via email no less than 2 days prior to each scheduled meeting. Any member wishing to add business to the agenda must inform the Committee Chair prior to the meeting.

Other business can be raised at the meeting, but it will be at the discretion of the Chair whether it shall be discussed or passed over to the next meeting.

Agenda items may be considered out of session by electronic circular resolution and should be provided to the next available meeting to recognise in the minutes. Circular Resolutions will be coordinated through the Chair and disseminated to all members. The Chair will determine an appropriate time period and notify members when a response is required. A circular resolution will be considered approved with 51% of the replies received within the timeframe being in favour.

MINUTES

The minutes of each general meeting shall be recorded by the secretariat. The minutes of the meeting shall be distributed to the Committee members within one week of the date of the meeting.

CONFIRMATION BY THE COMMISSION

The regular meeting minutes shall be confirmed as a correct record by electronic circular resolution within one week of distribution. The confirmed minutes shall be provided to the Commission at the next scheduled Commission meeting to be formally adopted.

CONFIDENTIALITY

The members of the Committee in accepting their role agree to abide by the terms and conditions of the Basketball SA Confidentiality Policy, which is attached as an addendum to this document.

CULTURE AND CODE OF CONDUCT

Our goal of being member focused can only be maintained and enhanced with your assistance and, in joining the Committee, you share our commitment to providing the best service to our members. For this to be achieved, your ideas, suggestions and initiatives are encouraged as we strive to improve the way we do things.

The members of the Committee in accepting their role agree to Basketball SA's culture, values and conduct which involves acting with integrity and professionalism, in our dealings with each other and our stakeholders. We are committed to ongoing professional development and to fostering an environment where everyone's contributions are valued. Our work ethics centre on taking responsibility for decisions, pride in our work, sharing knowledge, and expertise with others, and a willingness to contribute to the resolution of issues in a collaborative manner.



CONFIDENTIALITY POLICY (APPENDIX A)

Number:	BSA 004	Version:	2
Revised on:	June 2022	First Approved:	November 2019
Authorised by:	CEO	Next Review Date:	June 2025

Purpose

This policy has been developed to provide a framework for all Commission & Subcommittee Members to ensure the protection of information that is confidential, personal or relates to employment, commercial or legal matters.

Scope

This policy applies to Independent Commissioners, Appointed Commissioners, and sub-committee members. Any person accepting a position on a Basketball SA Inc. Subcommittee or Commission, the content of this policy is applicable.

The obligations in this policy to maintain confidentiality continues to apply after a person has left the Commission and/or Subcommittee.

Any person (such as CEO or guest) who is not a member of the Subcommittee and/or Commission but is present at a meeting (or part of a meeting) must treat all information obtained as a result of their participation in the meeting confidentially.

Definitions

Commission

Board of Directors elected to govern the sport of basketball in South Australia

Commissioner

Director of the Board of Basketball SA. Independent Commissioners are elected by the membership, whereas appointed Commissioners are chosen by the Commission

Papers and Associated documents

For this purpose of this policy, a reference to papers or associated documents means all written or electronic communications to Subcommittee member's/Commissioners including without limitation Subcommittee/Commissioners papers, submissions, minutes, letters, emails, memoranda, other documents made available to Commission/sub-committee members during his or her time in office.

Sub-committee

A committee with the delegation to make recommendations to the Commission.

Throughout this policy, a reference to Commission will encompass Commission and Sub-committees

Policy

The Basketball SA Commission is committed to high standards of ethical conduct and accordingly places great importance on confidentiality within the Commission and its Sub-committees.

In accordance with legislation, a person who obtains information because they are, or have been, a member of the Commission must not improperly use the information to:

- Gain an advantage for themselves or someone else; or
- Cause detriment to the organisation

Commission Members must keep confidential, all information pertaining to matters dealt with by the Commission. This includes:

- Commission meeting minutes and agendas and associated documents
- Subcommittee meeting minutes and agendas and associated documents
- Reports to the Commission
- Member information
- Trade secrets or undisclosed strategies

Nothing in this policy is intended to prevent Commissioners from seeking confidential legal, accounting, financial, or other expert advice from independent professionals to assist the Commission in carrying out its functions.

1.0 Requests for Information

A request for access to one or more Commission Papers (other than by the members of the relevant Subcommittee/Commission) must be directed to the CEO and/or relevant Chair to consider the request. In considering a request for information, regard will be given to:

- the importance of maintaining confidentiality to facilitate effective Commission and/or Sub-committee meetings
- the importance of complying with the law – including privacy law - and recognising that the law sometimes creates duties to disclose or protect information
- whether the person requesting the document is a member of Basketball SA, and the role of members in holding the Commission accountable
- the need to be consistent in the way that documents are treated, and the consequence of establishing any precedents or expectations.

The CEO or Chair may request legal advice in considering a request for information.

2.0 Sensitive Information

Except as required by law, you must not disclose, divulge, communicate to, or otherwise place at the disposal of any third party, in any form or by any means and must keep in the strictest confidence any Sensitive Information irrespective of whether or not that information is confidential in nature or in the public domain.

3.0 Breach of Confidentiality

A suspected breach of confidentiality should be reported to the CEO or Chair for investigation. If investigation indicates a breach of this policy, Basketball SA will consider (as deemed appropriate in each instance):

- Disciplinary procedures, or
- Termination of appointment, and/or
- Legal action

A Commissioner or sub-committee member may be asked to stand down from duty while the matter is investigated.

Reasonable suspicion may be deemed as adequate evidence should the breach result in serious detriment to the organisation.

Additional Information

- Commission Induction Manual
- Basketball SA Constitution
- BSA 001 – Commission Charter