



Board Charter & Governance Policies



Principles relating to the board's governance role and processes:

- The board's first duty is to the legal entity.
- The board represents the member national authorities, moral and legal, exercising a duty of care for the organisation and all of its stakeholders.
- The board is responsible for setting the ethical framework for the organisation, defining and nurturing the organisation's fundamental values.
- The board must maintain a continuous focus on the organisation's reason for being, i.e. its mission or purpose and its corporate goals and objectives.
- The board is responsible for setting the organisation's strategic direction, priorities and performance criteria.
- Monitoring and evaluation of the Chief Executive's and the organisation's performance should be built around a rigorous and continuous process.
- The board must ensure that when it has stated that something must or must not be done, the Chief Executive can demonstrate that he/she has met the board's requirement.
- Sound board systems provide protection for the organisation, its stakeholders, the board and its directors against fraud, illegal practices and poor performance by its own members and its Chief Executive and staff. Written policies are an effective means for codifying board systems.
- The board has a role to characterise risks and ensure that strategies to minimise or mitigate these are put in place and implemented.
- The board determines the policy parameters for the organisation rather than doing the work - it says what should be achieved and what must not be done or occur, but not how to do things.
- The board should have an emphasis on continuous improvement for itself and individual directors.
- The board has a responsibility to ensure that it has in place a succession plan for its own members and for its senior managers.
- The chairperson is a first among equals, fulfilling the role of servant leader to the board.

Relating to the board - Chief Executive Officer relationship

- The Board - Chief Executive Officer relationship is a partnership that is approached in the spirit of mutual respect and support for the interdependent but separate roles.
- The Chief Executive Officer is the board's sole direct employee in whom is vested accountability for the operational organisation.
- The board should direct, not manage the Chief Executive Officer by providing clearly defined outcomes to be achieved and policy parameters (Delegation Policies) within which the Chief Executive Officer must remain.
- The board's delegation to the Chief Executive Officer must be unambiguous - the board must stand behind its own policies.

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BOARD CHARTER

Board Responsibilities

On behalf of the stakeholders, especially the Members, the Board of Directors is explicitly responsible for the stewardship and future well-being of World Bowls. The Board should exercise leadership, enterprise, integrity and judgement in directing World Bowls so as to provide assurance of its continuing and lasting prosperity. It should endeavour to apply and achieve the highest possible standards of corporate governance. The Board should always act in the best interests of World Bowls and in a manner based on transparency, accountability and responsibility.

In discharging their responsibilities the Board, and individual directors, have a duty to act in the best interests of World Bowls as a whole, irrespective of personal, professional, commercial or other interests, loyalties or affiliations.

To discharge these obligations the Board should assume responsibility in at least the following areas:

1. Board membership

1. Ensure that there is an effective process for appointment to the Board to provide a mix of proficient directors, each of whom is able to add value and to bring independent judgement to bear on the decision-making process.
2. Succession planning maintaining an up to date 'skills matrix' identifying the pool of capabilities and attributes needed to discharge the Board's responsibilities and identify and develop members of World Bowls capable of assuming governance roles in the future.
3. Assisting World Bowls to make good appointments to the Board by ensuring that it is fully conversant with the role, responsibilities, work program and performance of the Board and its members.
4. Provide a thorough orientation process for new Board members. (Refer Director Induction policy).

2. Governance philosophy and approach

The Board will govern World Bowls with an emphasis on:

1. a future focus rather than a preoccupation with the present or past
2. strategic issues rather than administrative detail
3. pro-activity rather than reactivity
4. encouraging a diversity of opinions and views
5. the development and expression of a collective responsibility for all aspects of the Board's performance
6. continuing improvement in Board and individual director effectiveness
7. the interests of World Bowls as a whole

3. Strategic leadership

1. Provide input that assists in identifying and understanding emerging trends and issues.
2. Review World Bowls situation and agree the broad framework within which the strategic and business plans will be prepared each year.
3. Establish the strategic direction for the organisation.
4. Recommend any significant shifts in the broad strategic direction of World Bowls to the stakeholders.
5. Ensure the development of medium-term and annual business plans.
6. Review and approve World Bowls financial objectives, plans and actions, including significant capital allocations and expenditures.

4. Monitoring progress

1. Monitor corporate performance against the strategic direction, including assessing operating results to evaluate whether the business is being properly managed.

5. Risk characterisation

1. Identify and characterise the principal risks faced by World Bowls and ensure that appropriate systems are in place to avoid or mitigate these risks including the protection of intellectual capital developed with the resources of World Bowls and intrinsic to the value, or potential value, of World Bowls.

6. Direction of executive performance

1. Select, monitor and, if necessary, replace the Chief Executive Officer and ensure there is a succession plan for senior management.
2. Maintain an up to date framework for defining the Board's expectations of the Chief Executive Officer's performance including the setting of a clear, annual performance agreement.
3. Provide regular, honest and rigorous performance feedback to the Chief Executive Officer on the achievement of such expectations. (Refer Monitoring Chief Executive Officer Performance policy)
4. Ensure there are positive conditions for the motivation of management and ensure that there is adequate training to support them in their role.

7. Compliance and integrity

1. Ensure ethical behaviour and compliance with the Board's Code of Ethics and Proper Practice and Conflict of Interests policies, laws and regulations, audit and accounting principles and World Bowls stated values and its governance documents.
2. Ensure the integrity of World Bowls internal control and management information systems so that its decision-making capability and the accuracy of its reporting are maintained at a high level at all times

8. Board focus

1. Ensure that the Board makes the best possible use of its meetings by dealing only with matters that have governance-level significance, by focusing primarily on the future and, within a defined policy framework, by delegating as much as possible to the Chief Executive Officer.
2. Ensure that reports and proposals for the Board are timely, contain content and are formatted so as to reinforce and support the Board's governance role.
3. The Board will establish the agenda for each Board meeting although throughout the year Board members are free to suggest the inclusion of item(s) on the agenda. To the extent possible agendas will be based on a schedule of subjects agreed at the beginning of each year. (Refer Agenda Planning Policy).

9. Material transactions

1. Review and approve transactions that are not consistent with the ordinary course of business (i.e. of considerable size, or of an unusual nature).

10. Monitoring and enhancing Board effectiveness

1. Assess annually its own effectiveness in fulfilling this charter and other Board responsibilities, including the effectiveness of individual directors. (Refer Board Performance Review policy).

11. Assurance of accountability

1. Serve the legitimate collective interests of the present Members and stakeholders of World Bowls and account to them fully while also having due regard to the needs of other stakeholders and future owners.
2. Remain up to date in terms of stakeholders' concerns, needs and aspirations
3. Report to an bi annual meeting of the Members on the performance of all World Bowls entities and account for the Board's stewardship of that performance.
4. Identify World Bowls other internal and external stakeholders determining how World Bowls should relate to them including reporting to them on a regular basis on the performance of the organisation.

12. Other

1. Perform such other functions as a prescribed by law or assigned to the Board by the shareholders or World Bowls governing documents.

EXPECTATIONS OF DIRECTORS

To execute these governance responsibilities, Board members must, so far as possible, possess certain characteristics, abilities and understandings:

1. Directors responsibilities

Directors fulfil their fiduciary duty to act in World Bowls best interest at all times regardless of personal position, circumstances or affiliation. They are familiar with World Bowls constitutional arrangements and are aware of, and fulfil, the statutory and fiduciary responsibilities of a director.

The Code of Ethics and Good Conduct and The Conflict of Interests policies provide direction to directors and the board in addressing key ethical issues.

Directors are punctual and attend regularly for the full extent of Board meetings and are willing to contribute between meetings if required. They come fully prepared for Board meetings.

2. Strategic orientation

Directors are future oriented, demonstrating vision and foresight. They are able to think conceptually, taking a 'helicopter' or 'big picture' perspective. They are able to synthesise and simplify complex information and ideas. They focus on strategic goals and policy implications rather than operational detail. They understand and focus on issues that are key to the success of World Bowls.

3. Integrity and accountability

Directors of World Bowls must demonstrate high ethical standards and integrity in their personal and professional dealings, and be willing to act on - and remain collectively accountable for - their boardroom decisions, even if these are unpopular.

4. Informed and independent judgement

Each member of the Board must have the ability to provide wise, thoughtful counsel on a broad range of issues. He or she must have (or be able to develop) a sufficient depth of knowledge about World Bowls business. This is in order to understand and question the assumptions upon which strategic and business plans and important proposals are based, and to be able to form an independent judgement as to the probability that such plans can be achieved, or proposals successfully implemented. Each director must be willing to risk rapport with fellow directors in taking a reasoned, independent position.

5. Financial literacy

Because the Board must monitor financial performance directors must be financially literate. They should be able to read financial statements and understand the use of financial ratios and other indices used for evaluating World Bowls performance. To achieve this appropriate training and support will be provided by World Bowls.

6. Participation

Each director enhances the Board's deliberations by actively offering questions and comments that add value to the discussion. Each is at ease with fellow Board members participating in a constructive manner that acknowledges and respects the contribution of others at the table including the executive team. Directors must be able to accept challenge from others without becoming defensive. They foster teamwork and engender trust and are willing to change their positions after hearing statements of others' reasoned viewpoints.

7. Track record and experience

Directors should bring a history of achievement that reflects high standards set for themselves and others.

POLICY TITLE: OVERARCHING GOVERNANCE PROCESS

POLICY CLASS: BOARD PROCESSES

The board's job on behalf of its owners is to ensure World Bowls achieves its Mission and strategic goals and objectives and, in doing so, meets all the legal and moral responsibilities and requirements accompanying 'best practice' corporate governance.

POLICY TITLE: GOVERNANCE POLICIES

POLICY CLASS: BOARD PROCESSES

PRINCIPLES

- *The board is responsible for setting the organisation's strategic direction, priorities and performance criteria.*

POLICY

The board is committed to governing through policies, enabling it to speak with one voice on critical issues and core values. The board will carry out its governance responsibilities based on the following three groups of policies:

1. *Strategic Direction policies*; describing the results the board wants to be achieved. Strategic Direction policies will include the organisation's Purpose or Mission statement, a Statement of Core Values, a set of Key Result Area statements (KRAs) defining the benefit provided, beneficiaries and the cost or worth of the benefit and Key Performance Indicators (KPIs) defining the next level of outcomes detail. These are located in the Strategic Plan.
2. *Board Processes policies*; describing the way the board carries out its governing role.
3. *Board-Chief Executive Officer Linkage policies*; defining the board's relationship with and linkage to the Chief Executive.
4. *Chief Executive Officer Delegation policies*; making clear constraints or limits on the choice of operational means available to the Chief Executive Officer for the achievement of organisational outcomes or results.

POLICY TITLE: CODE OF ETHICS AND PROPER PRACTICE

POLICY CLASS: BOARD PROCESSES

PRINCIPLES

- *Sound board systems provide protection for the organisation, its stakeholders, the board and its directors against fraud, illegal practices and poor performance by its own members and its Chief Executive and staff.*
- *The board is responsible for setting the ethical framework for the organisation, defining and nurturing the organisation's fundamental values.*

POLICY

The board is committed to the adoption of ethical conduct in all areas of its responsibilities and authority.

Directors shall:

1. Act honestly and in good faith at all times.
2. Declare all interests that could result in a conflict between personal and organisational priorities.
3. Be diligent, attend board meetings and devote sufficient time to preparation for board meetings to allow for full and appropriate participation in the board's decision making.
4. Ensure scrupulous avoidance of deception, unethical practice or any other behaviour that is, or might be construed as, less than honourable in the pursuit of World Bowls business.
5. Not disclose to any other person confidential information other than as agreed by the board or as required under law.
6. Act in accordance with their fiduciary duties, complying with the spirit as well as the letter of the law, recognising both the legal and moral duties of the role.
7. Abide by board decisions once reached notwithstanding a director's right to pursue a review or reversal of a board decision.
8. Not do anything that in any way denigrates World Bowls or harms its public image.

The board shall:

9. Ensure that there is an appropriate separation of duties and responsibilities between itself and the Chief Executive.
10. Make every reasonable effort to ensure that World Bowls does not raise community, supplier or stakeholder expectations that cannot be fulfilled.
11. Meet its responsibility to ensure that all staff employed by World Bowls are treated with due respect and are provided with a working environment and working conditions that meet all reasonable standards of employment as defined in relevant workplace legislation.
12. Regularly review its own performance as the basis for its own development and quality assurance.
13. Carry out its meetings in such a manner as to ensure fair and full participation of all directors.
14. Ensure that World Bowls assets are protected via a suitable risk management strategy.

POLICY TITLE: CHAIRPERSON ROLE DESCRIPTION
POLICY CLASS: BOARD PROCESSES

PRINCIPLE

- *The chairperson is a first among equals, fulfilling the role of servant leader to the board.*

POLICY

The Chairperson provides leadership to the board, ensuring that the board's processes and actions are consistent with its policies. As appropriate the Chairperson represents the board and the organisation to outside parties.

1. The Chairperson is empowered to chair board meetings
 - Meeting discussion content will be confined to governance matters as defined in the board's policies.
 - All directors will be treated even-handedly and fairly.
 - All directors will be encouraged and enabled to make a contribution to the board's deliberations.
2. There may be times when the Chairperson is called upon to interpret a board policy or policies to outside parties or in the absence of the board. All such interpretations shall reflect both the stated intent and spirit of the policies.
3. The Chairperson has no authority to unilaterally change any aspect of board policy.
4. With the approval of the board the Chairperson may establish a regular communication arrangement with the Chief Executive Officer in which there is an exchange of information. This might also provide an opportunity for the Chief Executive to use such sessions as a sounding board for proposed actions or to check interpretations of board policy. However;
 - The Chairperson will recognise that such sessions are not used to 'personally' supervise or direct the Chief Executive Officer except when that person has breached board policy.
 - The Chairperson will not inhibit the free flow of information to the board necessary for sound governance. Therefore the Chairperson will never come between the board and its formal links with the Chief Executive Officer.
5. The Chairperson may delegate aspects of the authority accompanying the position but remains accountable for the overall role.

POLICY TITLE: AGENDA PLANNING

POLICY CLASS: BOARD PROCESSES

POLICY

To meet standards of good governance, the board will follow a one-year agenda that (1) regularly reviews strategic direction policies and relevant strategic issues (2) provides assurance that all relevant compliance requirements are addressed, and (3) improves board performance through education and continuous focus on its governance effectiveness.

1. The board will develop an annual agenda setting out a framework for its year's work. Examples of recurring and once-off agenda items include:
 - (a) Scheduled review of board stated strategic direction as indicated in the board's Strategic direction policies, e.g. via Chief Executive Officer reports and presentations.
 - (b) Scheduled time for strategic thinking.
 - (c) Scheduled assessment of organisational risk.
 - (d) Consultations with key stakeholders as appropriate.
 - (e) Governance education.
 - (f) Other policy compliance monitoring both in respect of the Chief Executive Officer Constraints and Board Processes policies.
 - (g) Board Effectiveness review.
 - (h) Chief Executive performance-appraisal review meeting and remuneration review.
 - (i) Preparation for or review of AGM matters.
 - (j) Meeting with the external auditor.
 - (k) Scheduled reporting by the Finance Committee or other board committees.

POLICY TITLE: BOARD MEMBER INDUCTION

POLICY CLASS: BOARD PROCESSES

PRINCIPLE

- *The board should have an emphasis on continuous improvement for itself and individual directors.*

POLICY

The board will provide to all new directors a thorough induction into the affairs of both the board and World Bowls at large.

1. All prospective directors will be provided with all relevant information.
2. Prior to attendance at their first board meeting, new directors will:
 - Receive a copy of the board's resource handbook including Governance policies, Articles/Constitution and other relevant legal governance documentation, current and recent meeting papers, an organisational chart, contact details for other directors and key staff, a glossary of key terms, definitions and acronyms, the current year's meeting schedule and the annual agenda.
 - Meet with the Chairperson for a governance familiarisation. This meeting may be held as a group session or with individuals.
3. Meet with the Chief Executive Officer for an operational familiarisation.

POLICY TITLE: CONFLICT OF INTERESTS

POLICY CLASS: GOVERNANCE PROCESS

PRINCIPLES

- *The board represents its owners, moral and legal, exercising a duty of care for the organisation and all of its stakeholders.*
- *The board is responsible for setting the ethical framework for the organisation, defining and nurturing the organisation's fundamental values.*
- *Sound board systems provide protection for the organisation, its stakeholders, the board and its directors against fraud, illegal practices and poor performance by its own members and its Chief Executive Officer and staff.*
- *When a director holds a position within a member national authority.*

POLICY

The board places great importance on making clear any existing or potential conflicts of interest for directors.

Conflicts of interest may occur:

- *When a director, or his/her immediate family or business interests, stands to gain financially from any business dealings, programs or services provided to World Bowls.*
 - *When a director offers a professional service to World Bowls.*
 - *When a director stands to gain personally or professionally from any insider knowledge if that knowledge is used for personal or professional advantage.*
1. Any business or personal matter which could lead to a conflict of interest of a material nature involving a director and his/role and relationship with World Bowls must be declared and registered in the Register of Interest.
 2. All such entries in the Register shall be presented to the board and minuted at the first board meeting following entry in the records.
 3. All conflicts of interest must be declared by the director concerned at the earliest time after the conflict is identified.
 4. The board shall determine whether or not the conflict is of a material nature and shall advise the individual accordingly.
 5. Where a conflict of interest is identified and/or registered, and the board has declared that it is of material benefit to the individual or material significance to the company, the director concerned shall not vote on any resolution relating to that conflict or issue.
 6. The director shall only remain in the room during any related discussion with board approval.
 7. The board will determine what records and other documentation relating to the matter will be available to the director.
 8. All such occurrences will be minuted.
 9. Individual directors, aware of a real or potential conflict of interest of another director, have a responsibility to bring this to the notice of the board.

POLICY TITLE: BOARD COMMITTEES AND WORKING PARTIES

POLICY CLASS: BOARD PROCESSES

PRINCIPLE

- *The Board - Chief Executive Officer relationship is a partnership that is approached in that spirit with mutual respect and support for the interdependent but separate roles.*

POLICY

The board will establish committees and working parties only to support it in its own work, never to conflict with the Chief Executive Officer's delegated responsibilities.

1. Committees and working parties shall have Terms of Reference or Role Definition clearly defining their role, life span, procedures and functions, and the boundaries of their authority, reviewed annually.
2. A decision of a board committee or working party exercising delegated authority is a decision of the board and should be treated by the Chief Executive Officer accordingly.
3. Committees and working parties may co-opt outside members from time to time in order to bring additional skills, experience or networks.
4. Committees and working parties cannot exercise authority over staff nor shall they delegate tasks to any staff unless the Chief Executive Officer has specifically agreed to such delegations.
5. Unless explicitly empowered by the full board, committees or working parties cannot make binding board decisions or speak for the board. For the most part the function of committees and working parties, in fulfilling their role, is to make recommendations to the board.
6. Board committees and working parties will not mirror operational divisions, departments or staff functions.

POLICY TITLE: BOARD PERFORMANCE REVIEW

POLICY CLASS: BOARD PROCESSES

PRINCIPLE

- *The board should have an emphasis on continuous improvement for itself and individual directors.*

POLICY

The board will annually undertake a review of its performance and of the performance of individual directors.

1. At least every second year, the board will undertake a formal review conducted by an independent governance specialist. This review will examine:
 - (a) The performance of the board as a whole
 - (b) The performance of individual directors
 - (c) The performance of the Chairperson
 - (d) The Chief Executive Officer's relationship with the board.
2. In any year when the board does not undertake a formal review, an informal review will be carried out by the board under the guidance of the Chairperson.
3. The outcome of the annual review should be:
 - (a) Development goals for the board as a whole as relevant
 - (b) Development goals for individual directors as relevant.

POLICY TITLE: BOARD DEVELOPMENT

POLICY CLASS: BOARD PROCESSES

PRINCIPLE

- *The board should have an emphasis on continuous improvement for itself and individual directors.*

POLICY

The board's value-adding role requires that all directors must have access to professional development relevant to their duties as a director.

1. The board will make every reasonable effort to facilitate training for all directors and for the board as a whole to maximise the value-adding contribution to the organisation.
2. The board will annually carry out a review of its performance. (See Board Performance Review policy)
3. To assist it to fulfil its monitoring responsibilities the board may engage outside assistance. This includes but is not limited to financial audit.
4. All costs associated with governance effectiveness will be designed to ensure the development of the highest standard of governance including; meeting costs associated with effective communication with owners and other key stakeholders, surveys and associated analysis, focus groups, the costs associated with external audit and other independent third party reviews or consulting input.

POLICY TITLE: OVERARCHING BOARD- CHIEF EXECUTIVE OFFICER

LINKAGE POLICY CLASS: BOARD CHIEF EXECUTIVE OFFICER

LINKAGE

PRINCIPLE

- *The Chief Executive Officer is the board's sole direct employee in whom is vested accountability for the operational organisation.*

POLICY

The board's sole connection to the operational organisation shall be through the Chief Executive Officer.

POLICY TITLE: DELEGATION TO THE CHIEF EXECUTIVE OFFICER

POLICY CLASS: BOARD CHIEF EXECUTIVE OFFICER LINKAGE

PRINCIPLES

- *The Chief Executive Officer is the board's sole direct employee in whom is vested accountability for the operational organisation.*
- *The board should direct, not manage the Chief Executive Officer by providing clearly defined outcomes to be achieved and policy parameters (Delegation Policies) within which the Chief Executive must remain.*
- *The board's delegation to the Chief Executive Officer must be unambiguous - the board must stand behind its own policies.*

POLICY

The board delegates to the Chief Executive Officer responsibility for implementation of its Strategic Direction policies while complying with the boundaries and constraints imposed by the Chief Executive Delegation policies.

1. Only the board acting as a body can instruct the Chief Executive Officer. Typically all instruction to the CEO will be codified as policy.
2. The board will develop a clear and unambiguous statement defining the organisation's strategic direction. This will make clear the performance indicators to be applied by the board when reviewing the organisation's and the Chief Executive Officer's performance.
3. The board will make clear to the Chief Executive Officer in writing any constraints or limits it chooses to place on his or her freedom to take actions or make decisions that the board deems to be unacceptable within the delegation.
4. The Chief Executive Officer is responsible for the employment, management and performance evaluation of all staff employed/contracted to the organisation.
 - (a) Neither the board nor individual directors will 'instruct' staff in any matters relating to their work.
5. The board may change its Strategic Plan and Chief Executive Officer Delegation policies, thereby shifting the boundary between board and Chief Executive Officer domains. By doing so, the board changes the latitude of choice given to the Chief Executive Officer. But as long as any particular delegation is in place and the Chief Executive Officer can demonstrate compliance with the intent and spirit of the board's policies, the board will respect and support the Chief Executive Officer's choices.
6. The expert knowledge and experience of individual directors is available to the Chief Executive Officer.

POLICY TITLE: CHIEF EXECUTIVE OFFICER

AUTHORITY

POLICY CLASS: BOARD CHIEF EXECUTIVE LINKAGE

The Chief Executive Officer has the delegated authority to manage the operational affairs of the organisation within board policy.

PRINCIPLE

1. *The Chief Executive Officer is the board's sole direct employee in whom is vested accountability for the operational organisation.*
1. Always with the proviso that the Chief Executive Officer's decisions must be consistent with and not defeat the stated intent and the spirit of the board's policies, he/she is authorised to establish all operational policies, decisions, practices, and activities.
2. Acknowledging a director's right to have access to information necessary to meet his/her duty of care to the organisation, the Chief Executive Officer may defer instructions or requests from individual directors or from unofficial groups of directors if, in his/her opinion, such requests or instructions are:
 - (a) Inconsistent with the board's policies,
 - (b) are deemed to make unjustifiable intrusions into the Chief Executive Officer's or other staff member's time; or
 - (c) are an unjustifiable cost to the organisation.
3. The Chief Executive Officer must notify the Chairman of the use of point 2.

POLICY TITLE: MONITORING CHIEF EXECUTIVE OFFICER
PERFORMANCE POLICY CLASS: BOARD CHIEF EXECUTIVE
OFFICER LINKAGE

PRINCIPLES

- *The board's assessment of the Chief Executive Officer's performance is based of the performance indicators agreed at the commencement of a performance year as negotiated.*
- *Monitoring and evaluation of the Chief Executive Officer's and the organisation's performance should be built around a rigorous and continuous process.*

POLICY

The Chief Executive Officer's performance will be continuously, systematically and rigorously assessed by the board against achievement of the strategic direction policies and compliance with Chief Executive Officer Delegation policies. The board will provide regular performance feedback to the Chief Executive Officer.

1. The board's assessment of the Chief Executive Officer's performance will be against only those performance indicators that have been agreed at the commencement of the performance year.
2. The standard applied to all facets of the performance assessment shall be that the Chief Executive Officer has met or can demonstrate compliance with the intent or spirit of the board policy/statement.
3. The board may monitor any policy at any time using any method but will normally base its monitoring on a predetermined schedule.
4. The board may use any one or more of the following three methods to gather information necessary to ensure Chief Executive Officer compliance with board policies and thus to determine its satisfaction with that person's performance:
 - (a) CEO reporting,
 - (b) Advice from an independent, disinterested third party, or
 - (c) Direct inspection by a board approved director or group of directors.
5. A board committee may assist the board in this process which may make recommendations to the board.
6. If at any time the board engages an outside evaluator to assist the board to conduct an assessment of the Chief Executive Officer's performance, the process must be consistent with this policy. Any such evaluator is a contractor to the board, not the Chief Executive Officer.

POLICY TITLE: OVERARCHING CHIEF EXECUTIVE OFFICER

LIMITATIONPOLICY CLASS: CHIEF EXECUTIVE OFFICER

DELEGATION

PRINCIPLE

2. *The board should direct, not manage the Chief Executive Officer by providing clearly defined outcomes to be achieved and policy parameters (Delegation Policies) within which the Chief Executive Officer must remain.*

POLICY

The board will make clear the limits of freedom it allows its Chief Executive Officer in the design of operational methods and the choice of actions and decisions. These will be known as Chief Executive Officer Delegation Policies and will form the basis of the board's delegation to the Chief Executive Officer.

The Chief Executive Officer must not:

Take, or approve any action in the name of the organisation that is in breach of the law, is imprudent or which contravenes any organisation specific or commonly held business or professional ethic.

POLICY TITLE: FINANCIAL PLANNING AND BUDGETING

POLICY CLASS: CHIEF EXECUTIVE OFFICER DELEGATION

PRINCIPLES

- *The board has a role to characterise risks and ensure that strategies to minimise or mitigate these are put in place and implemented.*
- *The board represents its owners, moral and legal, exercising a duty of care for the organisation and all of its stakeholders.*

POLICY

Budgeting/financial planning for any financial year or the remaining part of any financial year shall be designed to ensure the achievement of the board-determined Results. Accordingly the Chief Executive Officer must not:

1. Fail to demonstrate (a) a credible projection of revenues and expenses, (b) separation of capital and operational items, (c) projection of cash flows, and (d) disclosure of planning assumptions.
2. Create financial risk beyond board-determined parameters.
3. Fail to incorporate/accommodate medium to long-term financial plans/projections and long-term business direction.
4. Design a financial plan that anticipates the achievement of a 'bottom line', materially different from that determined by the board, e.g. a predetermined surplus, acceptable deficit or balanced budget.
5. Fail to provide for the board's developmental and other expenditure.
6. Fail to plan for the board-determined spread of revenue sources.
7. Neglect to demonstrate responsible management of the organisation's assets.
8. Fail to maintain the level of budget surplus set by the board having reference to the above policy provided that the accumulated funds as described may be made available for unexpected, unusual or major capital expenditure as approved by the board.
9. Fail to include capital expenditure in the budget and if major capital expenditure is foreseen in the future the budget shall set aside funds over a number of years to enable expenditure to be met.
10. Fail to acknowledge that there will always be unbudgeted expenditure that becomes necessary after the budget is set, the budget should include an amount for contingencies from which this expenditure can be met.
11. Fail to ensure that funds provided for a specific purpose can only be applied for that purpose
12. Fail to ensure that surpluses derived in major cost centres are not made available to cover deficits in other centres without board approval.
14. Fail to incur expenditure over A\$5,000 not covered by the budget and not able to be met from contingencies unless approved by the President and two directors if it is not convenient to call a Board meeting, such expenditure must be confirmed by the Board at its next meeting.

POLICY TITLE: FINANCIAL MANAGEMENT
POLICY CLASS: CHIEF EXECUTIVE OFFICER
DELEGATION

PRINCIPLES

- *The board has a role to characterise risk and ensure that strategies to minimise or mitigate these are put in place and implemented.*
- *The board represents its owners, moral and legal, exercising a duty of care for the organisation and all of its stakeholders.*

POLICY

The Chief Executive Officer is responsible for the day-to-day financial management of the organisation. In carrying out this duty he/she must ensure that nothing is done, or authorised to be done, that could in any way cause financial harm or threaten the organisation's financial integrity. Accordingly, in managing the financial affairs of the organisation the Chief Executive Officer must not:

1. Use any organisational funds, or enter into any contracts or accept other liabilities, other than for the furtherance of board-approved purposes and priorities.
2. Must not borrow or withdraw from reserves without Board approval.
3. Allow undisputed invoices from suppliers of goods and services to remain unpaid beyond trade credit terms agreed with those suppliers.
4. Fail to pay staff in accordance with their employment contracts.
5. Authorise expenditure beyond the level established by the board.
6. Acquire, encumber or dispose of land or buildings.
7. Neglect to ensure that there are limitations on expenditure and adequate controls on the use of credit or other purchase cards by card holding staff.
8. Fail to assertively pursue receivables overdue.

POLICY TITLE: INVESTMENTS

POLICY CLASS: CHIEF EXECUTIVE OFFICER DELEGATION

PRINCIPLES

- *The board has a role to characterise risk and ensure that strategies to minimise or mitigate these are put in place and implemented.*
- *The board represents its owners, moral and legal, exercising a duty of care for the organisation and all of its stakeholders.*

POLICY

The Chief Executive Officer shall not allow or cause to allow World Bowls investment assets to be invested in a manner that threatens its financial security. Accordingly, the Chief Executive Officer must not:

1. Fail to maintain sufficient liquidity to meet short to medium-term financial commitments.
2. Fail to ensure that funds for investment are maximised through careful cash flow budgeting
3. Fail to ensure that investments are only made in securities of, or deposits with the major banks or their wholly owned finance subsidiaries.

POLICY TITLE: REMUNERATION AND BENEFITS

POLICY CLASS: CHIEF EXECUTIVE OFFICER

DELEGATION

PRINCIPLE

3. *The board represents its owners, moral and legal, exercising a duty of care for the organisation and all of its stakeholders.*

POLICY

In managing the setting and review of salaries and benefits, the Chief Executive Officer must not make decisions or promises that would in any way cause or threaten financial harm to the organisation. Accordingly, the Chief Executive Officer must not:

1. Change his/her remuneration.
2. Fail to have regard for the employee's skills and experience, negotiated salary scales, award rates and market conditions for such skills and experience when establishing employee remuneration and benefits.
3. Create obligations that cannot be met over the projected period of the individual's term of employment or over a period for which revenues can realistically be projected.
4. Cause unfunded liabilities to occur or in any way commit World Bowls to benefits that incur unpredictable future costs.
5. Make promises or offer guarantee of long-term employment under circumstances when such guarantees or promises cannot realistically be honoured.

POLICY TITLE: PROTECTION OF ASSETS
POLICY CLASS: CHIEF EXECUTIVE OFFICER
DELEGATION

PRINCIPLE

- *The board has a role to characterise risk and ensure that strategies to manage or mitigate these are put in place and implemented.*

POLICY

The Chief Executive Officer shall not fail to take all prudent and reasonable actions to ensure that WorldBowls assets, physical and intellectual, are protected against all foreseeable damaging circumstances. Accordingly, the Chief Executive Officer must not:

1. Permit any unauthorised person to handle cash.
2. Process the receipt or disbursement of funds outside of controls acceptable to the duly appointed auditor.
3. Deposit funds in non board-approved institutions.
4. Allow the assets to be insured for less than is considered necessary for prudent risk-management.
5. Make any purchase of goods or services without protection against conflict of interest.
6. Allow employees to drive World Bowls or rental vehicles if they do not hold a current driver licence in the appropriate category or if their driving record causes the vehicle insurance to be restricted or be cancelled.
7. Allow plant and equipment to be subjected to unauthorised or improper use, wear and tear or insufficient maintenance.
8. Fail to protect intellectual property, information, and files from loss, improper use, improper purposes, or significant damage.
9. Fail to ensure that there are appropriate and effective security systems in place to adequately safeguard against loss, common damage or theft of staff, customer and organisation property.
10. Fail to maintain an appropriate asset register.
11. Fail to ensure that the premises meet appropriate local and/or government standards and/or any other statutory or minimum code requirements.

POLICY TITLE: COMMUNICATION & SUPPORT TO THE BOARD

POLICY CLASS: CHIEF EXECUTIVE OFFICER DELEGATION

PRINCIPLES

- *The Board - Chief Executive Officer relationship is a partnership that is approached in the spirit of mutual respect and support for the interdependent but separate roles.*
- *The board must ensure that when it has stated that something must or must not be done, the Chief Executive Officer can demonstrate that he/she has met the board's requirement.*

POLICY

The Chief Executive Officer shall not permit the board to remain uninformed about issues and concerns essential to the meeting of its duty of care, the carrying out its responsibilities and the meeting of its accountabilities to its owners and key stakeholders. Accordingly, the Chief Executive Officer must not:

1. Neglect to provide support and information in a timely, accurate and understandable fashion addressing the various issues to be monitored by the board.
2. Neglect to provide financial reports that make clear:
 - significant trends
 - data relevant to agreed benchmarks and board-agreed measures
 - further board financial data as determined by the board from time-to-time.
3. Fail to inform the board of significant external environmental trends, achievement of, or progress towards the achievement of, the board's strategic direction policies or changes in the basic assumptions upon which the board's policies (both Strategic direction and CEO Delegation) are based.
4. Fail to inform directors when for any reason there is actual or anticipated non-compliance with a board policy.
5. Fail to inform the board of any breach of any externally imposed compliance requirement.
6. Neglect to inform the board of any serious legal conflict or dispute or potential serious legal conflict or dispute that has arisen or might arise in relation to matters affecting World Bowls.
7. Fail to ensure that the board is provided with the necessarily wide range of views and perspectives in support of effective decision-making.
8. Fail to bring to the board's notice such occasions when it is in breach of its Board Processes policies particularly when this relates to the Chief Executive Officer's ability to carry out his/her responsibilities.
9. Fail to deal with the board as a whole except when responding to individual requests for information or requests from board committees or working parties.

POLICY TITLE: EMERGENCY CHIEF EXECUTIVE OFFICER AND SENIOR MANAGEMENT

SUCCESSIONPOLICY CLASS: CHIEF EXECUTIVE OFFICER DELEGATION

PRINCIPLES

- *The board has a role to characterise risk and ensure that strategies to minimise or mitigate these are put in place and implemented.*
- *The board has a responsibility to ensure that it has in place a succession plan for its own members and for its senior managers.*

POLICY

The board recognises that one of its major risks is the loss of key personnel, particularly its Chief Executive Officer. To this end the Chief Executive Officer must not fail to ensure that there is in place an emergency management regime that can operate in the event of unexpected loss of his or her services. Accordingly the Chief Executive Officer must not:

1. Fail to ensure that there is in place an emergency management regime that can operate in the event of unexpected loss of his or her services.
2. Neglect to ensure that there is at least one person capable of responding to board concerns and requirements at a level necessary for effective governance.

POLICY TITLE: EMPLOYMENT CONDITIONS

POLICY CLASS: CHIEF EXECUTIVE OFFICER

DELEGATIONPRINCIPLE

- *The Chief Executive Officer is the board's only direct employee, all further staff being under the management of the Chief Executive Officer.*

POLICY

In exercising the delegation for the management of staff and volunteers, the Chief Executive Officer must not fail to ensure that there is provided a workplace environment conducive to sound workplace practices, consistent with workplace legislation and World Bowls core corporate values. Accordingly, the Chief Executive Officer must not:

1. Fail to provide staff with clear guidelines as to their rights, entitlements and workplace obligations.
2. Fail to provide staff with 'safe', 'dignified' and 'fair' working conditions as defined in relevant workplace legislation.
3. Deny to any employees and volunteers their right to an approved and fair internal grievance process.
4. Refuse employee access to the board to express a grievance when:
 - (a) The internal grievance process has been properly followed; and
 - (b) The grievance asserts that the CEO has breached a board policy to his or her detriment, and/or;
 - (c) The grievance asserts that the board has not provided adequate protection of the staff member's human rights.
 - (d) There is verifiable evidence of this.
 - Access to the board is via the Chairperson.
 - The board reserves the right to appoint an independent third party to mediate the matter or to investigate and recommend an appropriate course of action.
5. Fail to ensure that all staff members are acquainted with their rights under this policy.

POLICY TITLE: TREATMENT OF MEMBERS
POLICY CLASS: CHIEF EXECUTIVE OFFICER
DELEGATION

PRINCIPLE

- *The board represents its owners, moral and legal, exercising a duty of care for the organisation and all of its stakeholders.*

POLICY

Organisation members are to be treated with utmost respect. To this end the Chief Executive Officer must not allow any conditions or circumstances to occur that breach this principle.

Accordingly the Chief Executive Officer must not:

1. Collect, review, transmit or store Member information in a manner that fails to protect against improper access to or use of that information.
2. Fail to ensure that there are systems and procedures to provide information to Members regarding the services/benefits provided and their Membership rights:
 - (a) All Members must have access to grievance and appeal processes as these relate to their continuing Membership rights and status.
3. Fail to ensure that all principles of natural justice are applied in all grievance hearings and associated processes.

POLICY TITLE: PUBLIC AFFAIRS
POLICY CLASS: CHIEF EXECUTIVE OFFICER DELEGATION

PRINCIPLE

- *The board has a role to characterise risk and ensure that strategies to minimise or mitigate these are put in place and implemented.*

POLICY

The Chief Executive Officer shall not undertake, approve or in any way support any action that is directly or indirectly demeaning or derogatory or in any way damaging to World Bowls.

POLICY TITLE: CORRESPONDENCE POLICY
POLICY CLASS: CHIEF EXECUTIVE OFFICER
DELEGATION

PRINCIPLES

- *The Board - Chief Executive Officer relationship is a partnership that is approached in the spirit of mutual respect and support for the interdependent but separate roles.*
- *The board must ensure that when it has stated that something must or must not be done, the Chief Executive Officer can demonstrate that he/she has met the board's requirement.*

POLICY

The Board recognises that all correspondence of an operational nature from the office is the responsibility of the CEO. Major policy decision announcements will be determined by the President and CEO.

The Chief Executive Officer must not fail to ensure that:

1. Major policy decisions by the Board will be forwarded to member national authorities under the signatory of the President or CEO.
2. All other policy changes of a minor nature are signed by the CEO.
3. All Operational matters are determined by the CEO regarding signatory depending on the nature and sensitivity of the correspondence

Related Policies:

- *All Policy Class: Chief Executive Officer Delegation*

Responsible Officers:

World Bowls - CEO

Authority:

Board of World Bowls