
MANAGEMENT POLICIES

Board Member Terms of Reference

VISION STATEMENT

To foster an inclusive, progressive, passionate and supportive diving community

MISSION STATEMENT

To encourage, promote, advance, govern and administer the sport of Diving in and throughout Queensland for the benefit of all participants.



Last Revision: September 2021

PURPOSE OF THE BOARD

The role of the board is to govern, direct and monitor Diving Queensland's business, affairs and operations in two broad areas.

Overall organisational performance: ensuring Diving Queensland develops and implements strategies and supporting policies to enable it to fulfill the objectives set out in the Diving Queensland constitution.

Overall compliance/conformance: ensuring Diving Queensland develops and implements systems, processes and procedures to enable it to comply with its legal, regulatory and industry obligations (complying with the law and adhering to accounting and other industry standards) and ensure Diving Queensland's assets and operations are not exposed to undue risks through appropriate risk management. The Board, while meeting its responsibilities, is mindful of the organisation's mission and the objects of the organisation as embodied in its Constitution.

The Board has delegated authority for the operations and administration of the organisation to the State Administrator.

END (of Purpose of the Board Members)

CONFLICT OF INTEREST – BOARD MEMBERS

1. Purpose

The purpose of this policy is to help board members of Diving Queensland to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of Diving Queensland and manage risk.

2. Objective

The Diving Queensland Board (called the 'board' in this policy) aims to ensure that board members are aware of their obligation to disclose any conflicts of interest that they may have, and to comply with this policy to ensure they effectively manage those conflicts of interest as representatives of Diving Queensland.

3. Scope

This policy applies to the board members of Diving Queensland.

4. Definition of conflicts of interests

A conflict of interest occurs when a person's personal interests conflict with their responsibility to act in the best interests of the Diving Queensland. Personal interests include direct interests, as well as those of family, friends, or other organisations a person may be involved with or have an interest in (for example, as a shareholder).

It also includes a conflict between a board member's duty to Diving Queensland and another duty that the board member has (for example, to a particular club). A conflict of interest may be actual, potential or perceived and may be financial or non-financial.

These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of Diving Queensland. Therefore these situations must be managed accordingly.

5. Policy

This policy has been developed to address conflicts of interest affecting Diving Queensland.

Conflicts of interest are common, and they do not need to present a problem to Diving Queensland as long as they are openly and effectively managed.

It is the policy of Diving Queensland, as well as a responsibility of the board, that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with the obligations to Diving Queensland.

Diving Queensland will manage conflicts of interest by requiring board members to:

- avoid conflicts of interest where possible
- identify and disclose any conflicts of interest
- carefully manage any conflicts of interest, and
- follow this policy and respond to any breaches.

5.1. Responsibility of the board

The board is responsible for:

- establishing a system for identifying, disclosing and managing conflicts of interest across Diving Queensland
- monitoring compliance with this policy, and
- reviewing this policy on an annual basis to ensure that the policy is operating effectively.

5.2. Identification and disclosure of conflicts of interest

Once an actual, potential or perceived conflict of interest is identified, it must be entered into Diving Queensland's register of interests, as well as being raised with the board.

The register of interests must be maintained by the State Administrator and will remain confidential at all times. The register must record information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

6. Action required for management of conflicts of interest

6.1. Conflicts of interest of board members

Once the conflict of interest has been appropriately disclosed, the board (excluding the board member who has made the disclosure, as well as any other conflicted board member) must decide whether or not those conflicted board members should:

- vote on the matter (this is a minimum),
- participate in any debate, or
- be present in the room during the debate and the voting.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent a board member from regularly participating in discussions, it may be worth the board considering if it is appropriate for the person conflicted to resign from the board.

6.2. What should be considered when deciding what action to take

- In deciding what approach to take, the board will consider whether the conflict needs to be avoided or simply documented;
- whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making;
- alternative options to avoid the conflict;
- Diving Queensland's objects and resources, and
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, Diving Queensland.

The approval of any action requires the agreement of at least a majority of the board (excluding any conflicted board member/s) who are present and voting at the meeting. The action and result of the voting will be recorded in the minutes of the meeting and in the register of interests.

7. Compliance with this policy

If the board has a reason to believe that a person subject to the policy has failed to comply with it, it will investigate the circumstances.

If it is found that this person has failed to disclose a conflict of interest, the board may take action against them. This may include seeking to terminate their relationship with Diving Queensland.

If a person suspects that a board member has failed to disclose a conflict of interest, they must discuss the matter with the person in question and notify the State Administrator.

END (*of Conflicts of Interest*)

BOARD MEMBERS ROLES AND RESPONSIBILITIES (TERMS OF REFERENCE)

Diving Queensland Board Members

The Board Members (seven) consists of the following individuals:

- President
 - Vice President
 - Treasurer
 - State Administrator (non-voting)
 - Directors x 4
- } Executive

President

The President is elected at the Annual General Meeting, and from nominations received.

Role

- Provides leadership in fulfilling the aims of the Association
- Is a partner with the Board in achieving the organisation's mission
- Reviews the performance of the Association in achieving its goals and mission
- Provides leadership to the Board Members
- Presides as the Chairperson at Board meetings, Annual General Meetings and General Meetings
- Ensures that all Office Bearers perform their duties
- Appoints the chairpersons of sub-committees, in consultation with other Committee members, or from expressions of interest or applications received.
- Helps guide and mediate Board actions with respect to organisational priorities and governance concerns.
- Monitors and assists the Treasurer in financial planning and financial reports
- Provides an annual report to the Annual General Meeting
- Acts to further the aims of Diving Queensland and be its official spokesperson and represent it at all other meetings and functions at local, regional and national levels as required
- Conducts State Administrator annual review
- Performs other responsibilities assigned by the Board

Vice President

The Vice President is appointed annually by the Board Members following the election of the Board.

Role

- Regularly attends Board meetings
- In the absence of the President, acts in that role and performs those duties
- Works closely with the President and other Board members
- Performs other duties as assigned by the Board

Treasurer

The Treasurer is elected annually at the Annual General Meeting, and from nominations received

Role

- In conjunction with the President, the State Administrator and the direction of the Board, manages the organisation's finances
- In conjunction with the President, the State Administrator and the direction of the Board, provides the annual budget to the Board for approval
- Ensures development and Board review of financial policies and procedures
- Ensures an annual audit is performed by the appointed Association Auditor, and in conjunction with the State Administrator, reports the findings to the Board and other agencies as required. This function is performed as soon as possible following the end of the Financial Year, so that the Annual Report and the Annual General Meeting records the inclusion of the Audited Statements
- Provides the Treasurers Report in conjunction with the financial reports, for each Board meeting
- Assumes responsibility for the receipt and banking of all monies due to the Association and is responsible to pay all accounts and approved sums claimed against the Association
- Reconciles all financial income and expenditure

Board Members

The Board Members are elected in accordance with the rules of within the Constitution eg rotations etc

Role

- Regularly attend Board meetings and other meetings at the request of the President
- Support the Executive as required
- Ensure effective organisational and strategic planning necessities
- Determine and monitor the organisation's programmes and services
- Stay informed about Board matters, prepare well for meetings, and review and comment on Minutes and Reports as necessary
- Maintain absolute discretion and confidentiality as usually required by Board members

TERMS OF REFERENCE FOR OFFICIALS AND COMMITTEES

OFFICERS AND OFFICIALS

Technical Official Coordinator

The Technical Officials Coordinator is elected at the Annual General Meeting and from nominations received.

The State Technical Officials Coordinator (STOC) under the direction of the National Technical Diving Committee (NTDC) has a significant role in the implementation and management of the National Officiating Program at the State level.

Each State Association is to submit nominations and recommendation for STOC to Diving Australia for consultation prior to appointment.

It is recommended that the STOC must not hold any of the following positions:

- State Association Board Member
- National Technical Diving Committee (NTDC)
- Other State Association position (excluding Chief Referee)

The Technical Official Coordinator is required to provide a written monthly report to the State Administrator to keep the Board informed of all matters of a technical nature. The Technical Official Coordinator can not bind Diving Queensland to any obligations without the prior written approval of the Board.

Role

- Coordinate committee meetings to discuss upgrades of QLD Level 1 - Level 3 judges prior to upgrade, and forward to board via the State Administrator for approval.
- Following a Committee Meeting, reports to the Board via a written report to the State Administrator
- Organises technical judging courses
- Organises judging clinics and other relevant clinics as requested
- Distributes information for judges
- Maintains and updates a judges database
- Updated judges database to be provided to State Administrator
- Maintain DA grading and officiating database for Levels 1 and 2. Level 3 grades will be maintained

- by the STOC in consultation with the NTDC
- Acts as Chairperson to the Technical Committee

Competitions Coordinator

The Competitions Coordinator is elected at the Annual General Meeting and from nominations received.

The Competitions Coordinator is required to provide a written report to the State Administrator prior to DQ board meetings to keep the Board informed of all matters pertaining to competitions. The Competitions Coordinator can not bind Diving Queensland to any obligations without the prior written approval of the Board.

Role

- Coordinate committee meetings to discuss competitions and forwards all proposals to board via the State Administrator for approval.
- Following a Committee Meeting, reports to the Board via a written report to the State Administrator
- Acts as Chairperson to the Competitions Committee
- Sets competition dates in conjunction with the Diving Queensland and national calendar
- Organises (with the Committee) all aspects of conducting a DQ competition.
- Organises (with the Committee) table and judges rosters
- Secures venue bookings well in advance of any DQ event
- Delivers the annual Awards categories in respect of the Diver of the Year categories and any other categories as requested by the Board.

Registrar

The general duties of the Registrar are the responsibility of the State Administrator.

- Maintains a complete data base of registered members and officiators and any other data base as required
- Register all members of the Association and keep records of membership and any affiliates

State Administrator

Apart from the DQ duties required of the State Administrator, where relevant, the State Administrator will assist with duties of the Committees and Officers as noted or required.

COMMITTEES

All Committee Chairpersons are required to provide a written report (not necessarily as detailed as Minutes of a meeting, but following the same general guidelines) following any Committee meeting held. The report should be submitted to the State Administrator as soon as possible following the meeting.

Finance Committee

The Finance committee of the Board of Queensland Diving Association Inc will have the oversight responsibility, authority, and specific duties as described below. All or any documentation that is referred to this Committee will be directed to the State Administrator if an alteration or amendment is required and will then be presented to the Board for approval.

Membership

The committee will comprise the Treasurer who shall chair the committee, the President (*ex officio*) and one (1) Board member as determined by the Board, and the State Administrator (*ex officio*). At any time, the Board may invite any other interested persons to fill a position on the Committee.

Role

The committee is a formal committee of the Board, and is responsible to the Board. Its primary function is to assist the Board in fulfilling its oversight responsibilities with respect to:

- Reviewing and providing analysis of the financial reports including but not limited to the Statement of Financial Performance (Profit and Loss), Statement of Financial Position (Balance Sheet), cash flow statement including year-to-date, investment reports and retained earnings
- Recommending the appointment and remuneration of external auditors

- Reviewing the audit of the organisation's books and records, and any subsequent management matters that arise from the auditor's management letter,
- Reviewing the system of internal controls that the organisation has established. The committee will make regular progress reports to the Board
- Receive and assess any complaints regarding auditing or accounting matters, including complaints from those who wish to remain anonymous
- Review risk rankings, treatment plans and compliance breaches of key risks

Competitions Committee

The Competitions committee of the Board of Queensland Diving Association Inc will have the oversight responsibility, and specific duties as described below. All or any documentation that is referred to this Committee will be directed to the State Administrator if an alteration or amendment is required and will then be presented to the Board for approval.

Membership

The Competitions Committee shall consist of the Competitions Director as chairperson Three (3) individuals elected from nominee's applications.

Role

Following a Committee Meeting, reports to the Board via a written report or minutes to the State Administrator

- Sets competition dates in conjunction with the Diving Queensland and national calendar
- Organises all aspects of conducting a DQ competition.
- Organises table and judges rosters
- Secures venue bookings well in advance of any DQ event
- Delivers the annual Awards categories in respect of the Diver of the Year categories and any other categories as requested by the Board.

Technical Committee

All or any documentation that is referred to this Committee must be referred to the State Administrator if an alteration or amendment is required and must be presented to the Board for approval.

Membership

The Technical Committee to consist of:

- State Technical Officials Coordinator (Chair)
- Maximum of three (3) individuals elected from applications received or as decided by the Technical Coordinator (should insufficient nominations be received).

Role

- Oversee the State Officiating network
- Chair State Officiating Committee
- Oversee accreditation process in own state as directed by NTDC in line with Diving Australia guidelines
- Provide updated list of state officials to NTDC and DQ State Administrator
- In accordance with the DA strategic plan and state association strategic plans, conduct officiating education workshops for Level 1, 2 and 3 officials
- Work with the NTDC to ensure a coordinated national approach to officiating accreditation and education
- Maintain DA grading and officiating database for Levels 1 and 2. Level 3 grades will be maintained by the STOC in consultation with the NTDC
- Maintain all other necessary records

END *(of Terms of Reference for Directors and Officials & Committees)*