



***WBSC Oceania***

# **Executive Committee Charter**

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## 1 Governance Principles

- The Executive Committee's first duty is to the legal entity, the WBSC Oceania;
- The Executive Committee represents its members (moral and legal) and must exercise a duty of care for WBSC OCEANIA and all its stakeholders;
- The Executive Committee is responsible for setting the ethical framework for WBSC OCEANIA, defining and nurturing the organisation's fundamental values;
- The Executive Committee must maintain a continuous focus on WBSC OCEANIA's purpose, vision and strategic objectives;
- The Executive Committee is responsible for setting WBSC OCEANIA's strategic direction, priorities and performance criteria;
- The Executive Committee is responsible for monitoring and evaluating the performance of the organisation and its staff. Performance management should be built around rigorous, continuous and transparent processes;
- The Executive Committee is responsible for establishing sound governance practices and systems that provide protection for the organisation, its stakeholders, the Executive Committee and its members against fraud, illegal practices and poor performance by its own members, and its staff;
- The Executive Committee has a role to characterise risks and ensure that policies and processes to minimise or mitigate these risks are developed and implemented;
- The Executive Committee determines the policy parameters for WBSC OCEANIA within the framework of the WBSC OCEANIA Articles of Association;
- The Executive Committee should have an emphasis on continuous improvement for itself and its individual Executive Committee members;
- The Executive Committee has a responsibility to ensure that it has in place a succession plan for its own members;

## 2 Executive Committee Responsibilities

On behalf of its members and other stakeholders, the Executive Committee is explicitly responsible for the stewardship and future well-being of WBSC OCEANIA. The Executive Committee should exercise leadership, enterprise, integrity and judgement in directing WBSC OCEANIA 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 Executive Committee should always act in the best interests of WBSC OCEANIA in a manner based on transparency, objectivity, accountability and responsibility.

In discharging their responsibilities, the Executive Committee and its individual members have a duty to act in the best interests of WBSC OCEANIA as a whole, irrespective of personal, professional, commercial or other interests, loyalties or affiliations.

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



### **Executive Committee membership**

- Ensure that there is an effective process for recruiting and appointing Executive Committee members, to provide a mix of proficient members, each of whom is able to add value and to bring independent judgement to bear on the decision-making process;
- Succession planning - maintaining an up to date 'skills matrix' identifying the pool of capabilities and attributes needed to discharge the Board's responsibilities and identifying and developing members of WBSC OCEANIA, capable of assuming governance roles in the future;
- Assisting WBSC OCEANIA to make good appointments to the Executive Committee by ensuring that it is fully conversant with the role, responsibilities, work program and performance of the Executive Committee and its members;
- Providing a thorough orientation process for new Executive Committee members.

### **Governance philosophy and approach**

The Executive Committee will govern WBSC OCEANIA with an emphasis on:

- A future focus rather than a preoccupation with the present or past;
- Strategic issues rather than operational and administrative detail;
- Proactivity rather than reactivity;
- Encouraging a diversity of opinions and views;
- The development and expression of a collective responsibility for all aspects of the Executive Committee's performance;
- Continuing improvement in Executive Committee member effectiveness;
- The interests of WBSC OCEANIA as a whole, not individual members or groups of members.

### **Strategic leadership**

- Establish the strategic direction for the organisation;
- Provide input that assists in identifying and understanding emerging trends and issues;
- Review WBSC OCEANIA's situation and agree the broad framework within which the strategic plan and annual operational plans will be prepared;
- Recommend any significant shifts in WBSC OCEANIA's broad strategic direction to the stakeholders;
- Review and approve WBSC OCEANIA's financial objectives, plans and actions, including significant capital allocations and expenditures.

### **Monitoring progress**

- Monitor corporate performance against WBSC OCEANIA's strategic direction, including assessing operating results to evaluate whether the business is being properly managed.

### **Risk characterisation**

- Identify and characterise the principal risks faced by WBSC OCEANIA and ensure that appropriate systems are in place to avoid or mitigate these risks.



### **Compliance and integrity**

- Ensure ethical behaviour and compliance with WBSC OCEANIA's values, Articles of Association and policies, and audit and accounting principles;
- Ensure the integrity of WBSC OCEANIA's 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.

### **Executive Committee focus**

- Ensure that Executive Committee meetings are effective by dealing only with matters of governance-level significance, by focusing primarily on the future;
- Ensure that matters dealt with by the Executive Committee are relevant to the focus and function of the Executive Committee's governance role.

### **Monitoring and enhancing Executive Committee effectiveness**

- Regularly assess its own effectiveness in fulfilling this charter and other Executive Committee responsibilities, including the effectiveness of individual Executive Committee members.

### **Assurance of accountability**

- Serve the legitimate collective interests of WBSC OCEANIA's present members and stakeholders and account to them fully while also having due regard to the needs of other stakeholders and future owners;
- Remain up to date in terms of stakeholders' concerns, needs and aspirations;
- Report to an Annual General Assembly of the members on WBSC OCEANIA's performance and account for the Executive Committee's stewardship of that performance.

### **Other**

- Perform such other functions as are prescribed by law or assigned to the Executive Committee by the shareholders or WBSC OCEANIA's governing documents.

## **3 Expectations of Executive Committee Members**

To execute these governance responsibilities, WBSC OCEANIA Executive Committee members must, so far as possible, possess certain characteristics, abilities and understandings.

### **Executive Committee Members' duties and responsibilities**

Executive Committee members must:

- Understand their duties and responsibilities as an Executive Committee member, in accordance with WBSC OCEANIA's Articles of Association and policies;
- Attend and be well prepared to contribute to Executive Committee meetings, and to contribute between meetings if required.

### **Strategic orientation**

Executive Committee members should:

- Understand WBSC OCEANIA's strategic direction;



- Be future-oriented and demonstrate vision and foresight;
- Be able to think conceptually, taking a 'big picture' perspective;
- Focus on strategic matters (not operational detail) and policy implications that are key to the success of WBSC OCEANIA;
- Be able to deal with a changing external environment.

### **Integrity and accountability**

Executive Committee members must:

- Act independently of any stakeholder group or entity connected with the industry;
- Understand and be committed to WBSC OCEANIA's values and beliefs;
- Declare any potential conflicts of interests and manage those conflicts in the best interest of WBSC OCEANIA;
- Maintain confidentiality where required;
- Publicly support, act on and be collectively accountable for Executive Committee decisions, even if these are unpopular;
- Demonstrate high ethical standards and integrity in their personal and professional dealings.

### **Informed, knowledgeable and independent**

Executive Committee members must:

- Have (or be able to develop) a sufficient depth of knowledge about WBSC OCEANIA's business to provide wise, thoughtful counsel on a broad range of issues;
- Be willing to risk rapport with fellow Executive Committee members in taking a reasoned, independent position;
- Be financially literate and able to understand the key financial measures used to evaluate WBSC OCEANIA's performance;
- Understand and evaluate WBSC OCEANIA's risk environment;
- Make proper enquiries about matters of uncertainty.

### **Participation and teamwork**

Executive Committee members should:

- Enhance the Executive Committee's deliberations by actively contributing in ways that are constructive and add value to discussions;
- Acknowledge and respect the contribution of fellow Executive Committee members;
- Foster teamwork and engender trust;
- Bring expertise and experience to the Executive Committee that contributes to its purpose, operations and effectiveness;
- Be collaborative and share information willingly



## **4 Expectations of the President**

### **Ethics, competence and diligence**

- Be an exemplar of all the expectations of an Executive Committee member;
- Understand what is required of a President;
- Ensure the Executive Committee deals with the right matters and gets the right information;
- Lead the Executive Committee in its compliance and performance responsibilities.

### **Relationship with other Executive Committee Members**

- Be an appropriate role model for other Executive Committee members;
- Support, encourage, engage and seek input from other Executive Committee members;
- Have the support of other Executive Committee members.

### **Public profile**

- Act as WBSC OCEANIA's public spokesperson on appropriate matters, reflecting the views of the Executive Committee and WBSC OCEANIA
- Benefit WBSC OCEANIA through personal and professional contacts;
- Enhance WBSC OCEANIA's public image and be seen as a leader in our industry;

### **Meeting Management**

- Ensure logistics of Executive Committee Meetings including the timely distribution of meeting agendas, papers and minutes are co-ordinated by the Secretary General
- Manage Executive Committee meetings efficiently, effectively and in accordance with the agenda;
- Encourage wider, deeper discussion of important issues and bring minor matters to an early close;
- Differentiate between management and governance functions;
- Ensure clarity in decision making and that meeting outcomes are understood.

## **5 Expectations of the Secretary General**

### **Ethics, competence and diligence**

- Provide guidance to the President on the priorities of the organisation;
- Understand what is required of a Secretary General;
- Ensure the Executive Committee gets the right information to deal with the right matters;
- Supports President in their compliance and performance responsibilities.

### **Relationship with other Executive Committee Members**

- Support, encourage, engage and seek input from other Executive Committee members;
- Have the support of other Executive Committee members.

**Public profile**

- Act as WBSC OCEANIA's point of contact on all appropriate matters, reflecting the views of the Executive Committee and President
- Benefit WBSC OCEANIA through personal and professional contacts.
- Enhance WBSC OCEANIA's public image within the Oceania region

**Meeting Management**

- Ensure logistics of Executive Committee Meetings including the timely distribution of meeting agendas, papers and minutes
- Organise the schedule of Executive Committee meetings efficiently, effectively and in accordance with the scheduled dates
- Report on all financial, administration, management, and governance matters





## Document control

OWNERSHIP AND APPROVAL				
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