

The VICSPORT logo is displayed in white, bold, uppercase letters on a dark blue, rounded rectangular background. The background of the entire top half of the page is a blurred, high-speed photograph of a crowd of people, likely at a sporting event, with various colors of clothing and motion blur creating a sense of energy and movement.

**VICSPORT**

# **Good Governance Framework & Toolkit**

**A Practical Guide to Governance  
for Sporting Organisations**

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**Published by**

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## Introduction

The Good Governance Framework and Toolkit has been developed by Vicsport to assist State Sport Associations (SSAs) to improve governance practices, increase skills and develop greater board diversity.

As part of the Good Governance Project which commenced in 2007, Vicsport completed a variety of specific sports governance research to inform the development of the Good Governance Framework and Toolkit. The resource has since been used as a guide to provide direct support to over 30 SSAs in Victoria. This update of the Toolkit was completed to include additional information including references to the Australian Sports Commission (ASC) Sports Governance Principles 2012 and the Associations Incorporation Reform Act (Victoria) 2012.

Included in this resource is a range of information, resources and templates across the following five areas of governance:

- Board Structure and Purpose,
- Election and Appointment,
- Board Induction,
- Board Performance, Behaviour and Culture; and
- Performance Evaluation and Board Development.

## Good Governance Framework

Research conducted by Vicsport from July 2007 - June 2009 revealed a scope of recommendations and potential strategies to improve governance practices and diversity on boards of SSAs. These recommendations and strategies recognise that individuals, organisations and the sport and active recreation sector together play an important role in creating change and achieving significant progress towards board diversity and good governance practices.

These evidence based strategies form a Good Governance Framework that identifies opportunities across the three key areas:



## How to use the Good Governance Toolkit

The Vicsport Good Governance Toolkit focuses on five key areas of governance and aims to assist organisations to improve governance practices and encourage diversity in the board room.

Each area of the Vicsport Good Governance Model relates to the central idea of good governance; however the sequence through which an organisation progresses is not necessarily important. As the model below demonstrates there is no start or finish point and it is not necessary to follow any particular sequence.

The Toolkit is intended to be used in two different ways:

- To meet a particular need at any one time. For example the board may refer to the “Election and Appointment” section of the Toolkit prior to an upcoming Annual General Meeting (AGM) to develop a Board Election Kit; or
- As a model for the board to undertake a regular governance review process where the board can systematically work through each stage for continual reflection, improvement and to ensure risk management and compliance obligations.

Whichever approach is preferred, it is advised that all stages are completed at some point and a continual review and evaluation of each stage is undertaken on an ongoing basis.

Whilst many of the resources contained in this Toolkit have been tailored specifically for SSAs the policies and templates are only general in nature. All boards operate differently and vary in size and structure, as such Vicsport strongly encourage boards to amend the templates contained in the Toolkit to reflect their particular needs.

## Vicsport Good Governance Model



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# 1. Board Structure & Purpose

Good governance research undertaken by Vicsport (2013) indicates that board structure and clarity of purpose can directly influence board functionality and the board's ability to attract and retain suitably qualified board members.

Typically the governance structure of SSAs comprises of the board and sub-committees with a clear separation of roles between the board, the Chief Executive Officer (CEO) and staff. Whilst governance models and board structure varies between organisations, most commonly SSA boards are independent with the majority of board members elected and some provision for appointed positions.

By nature, governance structures can raise several issues. Hoyer, Smith, Westerbeek, Stewart and Nicholson (2006, p169) note that:

*“the typical governance structure adopted by non-profit sport organisations has been criticised for being unwieldy and cumbersome, slow to react to changes in market conditions, subject to potentially damaging politics or power plays between delegates, and imposing significant constraints on organisations wishing to change.”*

This section of the Good Governance Toolkit aims to assist sporting organisations to overcome some of the common challenges around board structure and purpose, thereby assisting boards to put in place practices and systems for better governance.

## 1.1. Governance Models and Board Structure

Different sporting organisations operate under different governance structures. While not advocating the adoption of any single model, the Australian Sports Commission (ASC) does advocate that each structure should be clearly documented with a clear delineation of the roles, responsibilities and powers of the board, management and each body involved.

Further, there should be no overlap in the powers of any two bodies or individuals in a governance structure. The organisation's framework of governance should:

- Enable strategic guidance of the entity,
- Ensure the effective monitoring of management by the board,
- Clarify the respective roles, responsibilities and powers of the board and management,
- Define the board's accountability to the entity, and
- Ensure a balance of authority so that no single individual has unfettered powers.

In addition Principle 1.8 of the ASC Sports Governance Principles (2012) states that each board should be structured to reflect the complex operating environment facing the modern sporting organisation. Normally it is envisaged that a board will:

- Comprise between five and nine individuals,
- Have a sufficient blend of expertise, skills and diversity necessary to effectively carry out its role,
- Have all board members being independent, regardless of whether they are elected or appointed,
- Have the ability to make a limited number of external appointments to the board in order to fill skill gaps,
- Institute a staggered rotation system for board members with a maximum term in office to encourage board renewal while retaining corporate memory, and
- Be broadly reflective of the organisation's key stakeholders, but not at the expense of the board's skills mix and the organisation's objectives.

## 1.2. Incorporated Associations (Associations Incorporation Reform Act, 2012)

Not-for-profit (NFP) SSAs or Sporting Clubs operating as an incorporated association are legal entities that stay the same even if the members change. An incorporated association can enter into contracts in its own name (i.e. to borrow money or buy equipment) protecting the individual members of the association from legal liabilities.

On 26 November 2012, the Associations Incorporation Reform Act 2012 (and its associated regulations) replaced the Associations Incorporation Act 1981 within Victoria. Information about adapting to the new incorporated associations laws can be found at the link below.

Victorian incorporated associations are registered with Consumer Affairs Victoria (CAV) under the Associations Incorporation Reform Act 2012.

LINK

[Adapting to the Associations Incorporation Reform Act 2012 Fact Sheets \(Consumer Affairs Victoria\)](#)

## 1.3. Model Rules for an Incorporated Association

Every incorporated association must have rules. The rules:

- Are a written document,
- Guide how your association operates,
- Are a contract between the association and its members,
- Set out your association's purposes, and
- List the rights and responsibilities of members and office holders.

An association may use the model rules, or create its own rules. Either way the rules must comply with the Associations Incorporation Reform Act 2012.

For more information about incorporated associations or to download a copy of the model rules for an incorporated association follow the link below.

LINK

[Running an Incorporated Association \(Consumer Affairs Victoria\)](#)

## 1.4. Constitution

As outlined in the ASC Sports Governance Principles (2012) Principle 1.3, the incorporated body should have a constitution, which embodies the following key sections:

- Interpretation - objects and powers,
- Members - membership and meetings of members (general meetings),
- The board - powers (including delegations), election and appointment of board members, other roles (CEO and secretary) and meetings of the board,
- Reporting, recording and execution of company documents,
- Accounts,
- Auditors,
- Indemnity and insurance of board members, and
- Winding up.

The constitution should be written in a clear, unambiguous and succinct manner. It should not be overburdened with items that would be better served to be detailed in the organisation's by-laws or policies.

These are usually items that can be expected to be changed and updated from time to time. In these circumstances the board should, through by-law and policy development, be empowered to oversee and manage the issues.

The constitution should set out that the members' powers are to elect/dismiss the board, approve/amend the constitution, and accept the financial accounts.

## 1.5. Planning Strategy and Direction

An effective board has a clear vision and understands the purpose and future direction of the organisation. An important function of the board is to plan strategy and direction and develop a strategic plan that should guide staff and members to achieve identified objectives.

The ASC Sports Governance Principles (2012) states that the board should determine the process by which it oversees and develops the strategic direction, key objectives and performance measures as well as the core values and ethical framework for the organisation.

It is important that all key stakeholders are consulted through the strategic planning process to ensure future strategies address the most important issues facing the organisation and wider sport sector.

An example of the Vicsport Strategic Plan (2014-16) is provided below.

LINK

[Vicsport Strategic Plan \(2014-16\)](#)

## 1.6. Measuring and Reporting

Once the board has identified and documented the organisations strategic priorities, the board is responsible for ensuring that objectives are accurately measured and that reporting on progress occurs.

The ASC Sports Governance Principles (2012) states that it is important that a board regularly reviews its strategic priorities to ensure it maintains its competitive advantage and is clear about what it wants management to focus on. The board's agenda should reflect the strategic objectives of the organisation. It is also essential that the board ensures agenda items are linked to the strategic objectives of the organisation and that there is an alignment between the reporting from management and the key performance indicators that have been approved by the board.

The board should have in place an effective and efficient monitoring and evaluation system. This will include financial and non-financial monitoring. In particular, each board should monitor outcomes of the implementation of the strategies as the basis for the evaluation of overall performance and reporting to members.

It is essential that performance indicators are clear and concise and, more importantly, can actually be measured. They should also be aligned to strategic objectives and comprise both lead and lag indicators where possible.

It is also imperative that an organisation understands where they currently stand in relation to key performance indicators so a comparison can be achieved between past, current and future result targets.

An example of a board agenda format which incorporates measuring and reporting of the strategic plan as a priority on the agenda can be found below.

TEMPLATE

[Board Agenda \(Vicsport\)](#)

## 1.7. Board Charter

A board charter is a one-source document which clearly sets out how the board performs its role. Second to the organisation's constitution, a board charter is a key governance policy document which defines the respective roles, responsibilities and authorities of the board and management in setting the direction, management and control of the organisation.

The ASC Sports Governance Principles (2012) states that the board and each committee established by the board should have terms of reference or board charter. The board charter should include, at a minimum:

- Purpose,
- Authority delegated,
- Composition (including the appointment of a Chair),
- Reporting requirements, and
- Delineation of the role of the board/committee and the role of management.

## 1.8. Board Sub-Committees

Board sub-committees allow board members to give closer attention to important issues facing the organisation than is possible for the full board. Board committees are an effective way to distribute the work between the board members and allow more detailed consideration of specific matters. The number of board committees, size and mix, will vary from organisation to organisation depending on its size, complexity and the challenges it faces. Similar to a board charter each sub-committee should also have clear terms of reference outlining the purpose of the committee.

Vicsport's Good Governance Research (2013) suggests that board sub-committees may act as a suitable pathway for board succession and also provides an opportunity for individuals to be involved in leadership and decision making at another level. Vicsport research on women's leadership roles in sport identified that females are more likely to apply for board positions if they have a better understanding of the organisation purpose and direction, the roles and responsibilities of the position and a clear understanding of the commitment and expectations of the position. Involvement in sub-committees provides an excellent opportunity for individuals to apply their skills and transition into a board or committee position.

## 1.9. Governance Sub-Committees

In many cases board members recognise and even become frustrated by the need for improved governance but are often stretched for time, skills and resources to implement change. This is a common situation for many NFP boards that are run by volunteers who are also required to juggle other work and life commitments.

Establishing a governance sub-committee is one way of allocating the responsibility of good governance tasks to a skilled and dedicated group. This strategy has been successful throughout Vicsport's Good Governance work with Victorian SSAs by decreasing the burden from the board whilst improving accountability and achievement of identified actions.

The following governance sub-committee terms of reference template is provided by Board Connect and outlines the common purpose, responsibilities and accountability of a governance sub-committee.

**TEMPLATE** [Governance Sub-Committee Terms of Reference \(Board Connect\)](#)

## 1.10. Board Roles and Responsibility

The role of board members will vary depending on the size, resources and nature of the sport, however to assist in clarifying the roles and authority of the board and office bearers Vicsport has developed and sourced relevant information and templates which can be found throughout sections 1.12 – 1.17.

## 1.11. Board Member Role Description

The individuals that make up a board influence the future direction, decision making and culture of an organisation and are equipped with the responsibility of setting and determining its strategic direction. It is therefore imperative that board members have a clear understanding of their roles and responsibilities as this will have a direct influence on board operations and performance.

Board members can have different perceptions and expectations regarding the role of board members. Time spent on operational discussion versus strategic matters presents a common challenge for sporting organisations.

A board role description should be developed to clearly outline the key roles, responsibilities and expectations of board members.

**TEMPLATE** [Board Member Role Description \(Vicsport\)](#)

## 1.12. Office Bearer Role Description

A board operates more effectively if the members and office-bearers of the board know their respective duties and obligations.

The Institute of Community Directors Australia has developed a “Board Office Bearer Policy” that seeks to ensure that members and office-bearers of the board know their respective duties and obligations. The policy provides position statements for:

- the Chair,
- the Treasurer,
- the Secretary, and
- Ordinary Board Members.

**TEMPLATE** [Board Office Bearer Policy and Position Statements \(The Institute of Community Directors\)](#)

### 1.13. Separation of Powers

A clear separation of powers and responsibilities should exist between the board, the CEO and staff. Guidelines and documented role descriptions should provide a clear outline as to the duties of the board, along with the management and operational roles of the CEO and staff.

The Governance Institute of Australia provides further information regarding the separation of authority between board (council) and management in the following link.

**LINK** [Separation of Authority Between Board \(council\) and Management \(The Governance Institute of Australia\)](#)

### 1.14. Delegations of Authority

The ASC Sports Governance Principles (2012) states that the governance structure should recognise that individual board members, the CEO (or similar), their staff, board committees and management meetings hold no authority to act on behalf of the organisation by virtue of their position alone. All authority rests with the board, which may delegate authority to any person or committee.

Each such delegation should be clearly documented in a delegation manual or similar. Normally there will be significant delegations to the CEO.

The board may also formally delegate responsibilities to a sub-committee to aid in effective governance and management of the organisation.

**TEMPLATE** [Delegations Policy, Procedure & Schedule \(The Institute of Community Directors\)](#)

## 1.15. Board Code of Conduct

A board code of conduct clearly describes the expectations of board members specifically relating to the behaviour, culture, values and ethical standards as agreed to by the board. Developing and committing to an agreed set of behaviours and values can have a very positive effect on board operations and culture. It can strengthen board unity and help to develop leadership, trust, integrity and transparency within the board as well as with staff, members and stakeholders.

A Code of Conduct may also assist to manage conflict or dispute should it arise.

**TEMPLATE** [Board Code of Conduct \(Vicsport\)](#)

## 1.16. Board Profiles

Including a board profile of each board member on your organisations web site improves communication with members and potential board candidates about the current composition of the board. Board profiles help to provide a face to your board members and should highlight skills, academic achievements, professional experience and involvement with the sport.

Vicsport research also suggests that profiling female board members and women in leadership positions is an important strategy to creating role models for other women and promoting diversity throughout sport.

**TEMPLATE** [Board Member Profile \(Vicsport\)](#)

## 2. Election and Appointment

One of the biggest challenges for sporting organisations is to ensure that their board is both representative of its members and appropriately skilled and experienced to govern the organisation. There is some shift towards the appointment of independent board members however most sporting organisations still operate under a traditional representative model that is reliant on an electoral process. This model presents several challenges including little control over diversity and finding members with necessary skills. Regular changeover of board members in NFP sporting organisations is also an issue which is why it is important for boards to have a strategy to elect and appoint suitable board members.

Many sporting organisations are guilty of using the “tap on the shoulder” method of recruiting board members. Investing time in the planning of the election and appointment process will allow boards to be more successful in identifying the required skills. In addition to this, improved communication of positions available will place organisations in a much stronger position moving forward.

The information and recommendations contained in this section were derived as a result of Vicsport’s governance research and consultation. These recommendations are intended to assist SSAs to recruit the best possible decision makers and encourage greater board diversity.

### 2.1. Board Evaluation and Skills Audit

An annual board evaluation and skills audit is important in the election and appointment process and should be undertaken to identify board skill and diversity gaps. This information should be used by the board to assist with the recruitment of suitably skilled board members with appropriate attributes, knowledge and qualifications.

**LINK**

[Section 5. Performance Evaluation & Board Development \(Vicsport\)](#)

### 2.2. Election Kit

An election kit is a useful communication tool which provides all the information required by those seeking to nominate for a board position. It should be placed on the organisations website and distributed prior to the AGM. Vicsport has developed templates for the following key documents that should be contained, along with other relevant information, in a board election kit:

- Board Member Nomination Form
- Board Member Role Description
- Board Code of Conduct

**TEMPLATE** [Board Member Nomination Form \(Vicsport\)](#)

**TEMPLATE** [Board Member Role Description \(Vicsport\)](#)

**TEMPLATE** [Board Code of Conduct \(Vicsport\)](#)

## 2.3. Nomination Committee

Principle 3.9 of the ASC Sports Governance Principles (2012), states that the existence of a nomination committee is recognised as an important feature of good corporate governance. It is important that boards are comprised of members with a variety of skills and experience, and who act in the best interests of the organisation as a whole.

The committee should be structured with at least three people and may be a combination of board members and external appointments. The nomination committee should only comprise persons who are not directly involved in the management of the organisation; however, the CEO and human resources manager or equivalent should have standing invitations to provide clarification where necessary.

The Chair of the nomination committee should be independent from the Chair of the board.

The nomination committee should take prime responsibility for, but not be limited to:

- Reviewing the board's skill mix and identifying gaps,
- Identifying potential board members for appointment to the board or to be put forward as preferred nominations for elections, and
- Reviewing board member nominations and providing organisation members with the board's preferred nominees based on needs identified in the skill gap analysis

The nomination committee charter should clearly set out the committee's role, responsibilities, composition, structure and membership.

## 2.4. Communication with Members

An election kit containing the role description and information regarding the application, election and appointment process should be distributed to members and potential candidates. It is especially important for elected boards to clearly communicate to voting members the particular attributes and skills that the board is seeking so that voting can be based on merit rather than popularity.

## 2.5. Encouragement for Women to Apply

Women are underrepresented on boards of SSAs in Victoria making up only 33% of board position, while 34% Victorian SSAs have 1 or no women on their board (Vicsport, 2013). Additionally, Vicsport's research into women on boards also revealed that generally females are more likely to apply for board positions when encouraged and supported in this process. For boards where one gender is underrepresented it is recommended that the board actively seeks skilled professionals from that gender.

## 2.6. Board Member Profiles

Including board member profiles on your organisations web site is a good way to highlight the skills, attributes and personalities of your board members. It is also beneficial for potential applicants to consider where their skills might fit into the existing board.

If you have females represented on your board it is also a good way of promoting and encouraging more females into leadership roles in a sector where they are currently underrepresented.

**TEMPLATE** [Board Member Profile \(Vicsport\)](#)

## 2.7. Review of Board Structure

A review of the board structure is sometimes necessary if the board feels that the existing structure does not allow for effective board operations and decision making. For example the board may consider the inclusion of appointed positions to fill skill and diversity gaps if the board is fully member elected.

## 2.8. Barriers to Board Participation

A study by Hoye & Cuskelly (2004) confirmed that elections favour board candidates who are popular or have higher profiles. Board members and staff that were interviewed expressed concern over the efficacy of election processes to select board members on the basis of their ability to actively contribute to the board rather than just their popularity or profile. This concern along with other possible barriers to board participation should be considered by boards and governance sub-committees so that strategies can be implemented to make the election and appointment process fair and equitable.

Other possible barriers to board participation identified during Vicsport's research include:

- *Lack of role models:*
  - Due to the fact that the majority of sporting boards are predominately male dominated there is a lack of role models for women to aspire to in leadership and governance positions. Your board may wish to consider mentoring for women and greater encouragement for women to apply for board positions.
- *Unconscious Bias:*
  - Ensure that interview panels are gender equal to combat unconscious bias.
- *The Application Process:*
  - Organisations need to ensure that the application process is clearly communicated and transparent by developing and distributing role descriptions and nomination forms in a timely manner.

## 2.9. Succession Planning and Recruitment

Recruiting board members that are representative and have appropriate skills and expertise is both important and often very challenging for many organisations.

The Institute of Community Directors Australia has developed a comprehensive bank of tools and help sheets relating to board succession planning and recruitment to help your board get the new members it needs.

LINK

[Board Succession Planning & Recruitment Tools \(The Institute of Community Directors Australia\)](#)

### 3. Board Induction

A comprehensive induction to an organisation allows new board members to be properly informed, supported and welcomed from the time of their board appointment.

Vicsport's governance research has revealed that a well developed and delivered board induction process can strongly influence a new board member's experience and involvement in discussion and decision making.

It was especially influential for females entering an all male board with findings indicating that new board members were far more likely to contribute to the board sooner following a comprehensive board induction.

The ASC Sports Governance Principles (2012) also states that the board should ensure all new board members undergo an appropriate induction process.

The induction process should ensure that all board members have:

- An appropriate level of knowledge of the sector in which the organisation operates,
- A clear understanding of an organisation's business operations,
- A clear understanding of the organisation's financial circumstances,
- A clear understanding of the organisation's strategy and direction,
- A clear understanding of what is expected of the board member in their role, including legal responsibilities,
- A high-level knowledge of the business risks that may affect the organisation's success, and
- Access to relevant background information.

Management should provide a briefing session to all new board members once they have had time to assess the information listed above. This will allow them to address any concerns or queries they may have regarding the organisation. In addition, each new board member should receive:

- A letter of appointment outlining the role and expectations in their role,
- A copy of the directors and officers insurance, and
- A copy of the constitution, board charter, governance policies, strategic plan and any other key governance documents.

Continuous education and professional development programs should be made available to board members as necessary.

### 3.1. Board Induction Policy

Your organisation may wish to adopt a board induction policy which outlines the purpose and implementation of the board induction process. The following policy template provides an outline of key board induction elements however it should be adapted to suit the specific needs of your organisation.

**TEMPLATE** [Board Induction Policy \(Vicsport\)](#)

### 3.2. Board Induction Checklist

To support the board induction process an induction checklist is a useful tool to ensure that all procedures outlined in the induction policy have been carried out.

**TEMPLATE** [Board Induction Checklist \(Vicsport\)](#)

### 3.3. Board Introduction Letter

An introduction or welcome letter should be sent by the Chair/President to new board members soon after their election or appointment to the board. The letter should formally welcome the new board member onto the board and outline what the induction process will entail.

**TEMPLATE** [Board Introduction Letter \(Vicsport\)](#)

### 3.4. Mentoring and Support

Board behaviour and culture can be significantly enhanced by providing appropriate mentoring and support for board members. If newly appointed board members are assigned a mentor they are more likely to feel welcomed into their position, feel included in the board culture, have greater self-confidence and feel better informed to contribute to discussion and decision making sooner.

Interviews conducted with female board members as part of Vicsport's governance research also revealed that a comprehensive induction process involving mentoring and support results in a more rewarding experience for board members.

**LINK** [Mentoring and Encouragement Fact Sheet \(Vicsport\)](#)

### 3.5. Board Role Description

Along with an introduction letter, the new board member should receive a role description and code of conduct to ensure they have a clear understanding of their new role as board member. This will allow them the opportunity to review these documents and clarify any queries prior to commencing their new position.

A board role description is similar to that of a job description. It outlines the key roles of the board member and should form the basis of all board operations and discussions.

**TEMPLATE** [Board Member Role Description \(Vicsport\)](#)

### 3.6. Board Code of Conduct

A board code of conduct clearly describes the expectations of board members specifically relating to the behaviour, culture, values and ethical standards as agreed to by the board. Developing and committing to an agreed set of behaviours and values can have a very positive effect on board operations and culture. It can strengthen board unity and help to develop leadership, trust, integrity and transparency within the board as well as with staff, members and stakeholders.

A Code of Conduct may also assist to manage conflicts or disputes should they arise.

**TEMPLATE** [Board Code of Conduct \(Vicsport\)](#)

## 4. Board Performance, Behaviour and Culture

It should not be surprising that when a group of individuals with different backgrounds, skill sets and personalities get together that challenges in board function and dynamics can occur. Boards need to invest time into constantly nurturing a positive board culture to prevent conflict amongst its members and to ensure that they are best serving the interests of their members.

### 4.1. Creating a Positive Board Culture

A board with a positive culture will demonstrate unity and commitment to an agreed set of values that guide decision making. Boards should strive to make ethical decisions that are in the best interests of members and the organisation as a whole.

According to the ASC Sports Governance Principles (2012) each board should ensure, and actively promote, ethical behaviour and decision-making within their organisation. Good corporate governance ultimately requires people with integrity and leadership to ensure that the reputation of an organisation is managed, protected and enhanced.

A culture of integrity and ethical behaviour is characterised by:

- An effective code of conduct,
- Quality decision-making processes,
- People of the highest integrity and ethical standards, and
- An intent to put the organisation ahead of individual gains.

### 4.2. Leadership and the Role of the Chair

Board members who were interviewed as part of Vicsport's governance research suggested that the Chair can strongly influence the behaviour of board members and boardroom culture. The Chair should lead by example and can set the scene for a boardroom culture that is productive, respectful and inclusive. Board meetings should be managed by the Chair in a manner designed to encourage diversity of opinion, ensuring that all board members are given an opportunity to contribute to board discussion. This leadership can greatly enhance the experience for females sitting on male dominated boards.

The Chair is responsible for the leadership of the board, ensuring its effectiveness in all aspects of its governance role (ASC Sports Governance Principles, 2012). The Chair is pivotal in creating the conditions for overall board and individual board member effectiveness and ensures constructive relations between board members and staff. The roles and responsibilities of the Chair include:

- *Representing the board:*
  - The Chair is usually the board's representative to outside parties, though this responsibility may be delegated as appropriate.
- *Setting the agenda and ensuring board members receive timely and clear information:*
  - The agenda should take full account of the issues and concerns of all board members. Agendas should be forward-looking and concentrate on strategy, rather than focusing on management issues.
- *Managing board meetings:*
  - Direct or control meetings to ensure that sufficient time is allowed for discussion of agenda items and proper decision-making takes place.
- *Liaising with the CEO:*
  - While the board has responsibility as employer of the CEO, the board is usually represented through the Chair in managing the working relationship with the CEO.
- *Board member development and encouragement:*
  - Taking the lead in inducting and developing individual board members, with a view to enhancing the board's overall effectiveness as a team.
- *Performance assessment:*
  - Ensuring that peer and self-assessments of performance are undertaken regularly for all members of the board, including the Chair.

### 4.3. Inclusion & Diversity

It is important for all board members to understand and be supportive of a process to improve board diversity for it to be successful. Demonstrating the benefits of board diversity through education and training may be a useful way to build commitment from board members and the organisation as a whole. Your board may choose to embark on formal diversity training or perhaps choose to introduce the idea by using case studies or including an agenda item for discussion.

### 4.4. Access and Equity Policy

Board diversity contributes to a dynamic and positive boardroom culture. Diversity, including access and equity, should be considered for culture, race, age and gender in order to adequately address both legal and moral responsibilities.

The Institute of Company Directors Australia Access and Equity Policy is based on the model of the Australian Government's Charter of Public Service in a Culturally Diverse Society. The Charter is the key document guiding the Australian Government's Access and Equity strategy. It helps to ensure that government programs (and those programs funded by the government but delivered by contractors, including NFPs) meet the needs of our culturally and linguistically diverse society.

**TEMPLATE** [Access and Equity Policy \(The Institute of Company Directors Australia\)](#)

## 4.5. Self Imposed Targets and Quotas

Due to the low representation of women on boards in most industries the enforcement of quotas or self imposed targets has long been a topic of debate. The 'Gender Balance in Global Sport' Report (Women on Boards, 2014) aimed to deliver a baseline dataset on the participation of women on sports governing bodies in the lead up to the 2014 Commonwealth Games in Glasgow. It revealed that many of the top governing bodies in sport have fewer than 20% of board seats held by women.

Hockey Australia is leading the way for National Sport Organisations (NSOs) with their gender equity stance, which requires each gender to represent at least 35% of the board. In 2015 the ASC will impose a mandatory 40 per cent female board member ratio.

It is generally accepted that quotas can lead to an increase in the representation of women on boards and possibly act as a conduit for cultural change in organisations by:

- Allowing women to make an impact at board level by affording them an opportunity they may not otherwise have had access to,
- Increasing the awareness of the benefits of gender diversity on boards, and
- Acting as an opportunity to break down barriers and improve the confidence of women to apply for board positions.

In many cases quotas are a result of frustration and imposed as a last resort for progress to occur due to the following concerns:

- Women only being brought onto boards because women's voices were underrepresented and as a compensatory gesture (tokenism),
- Quotas being viewed as ceilings, and
- Positions may no longer be afforded to the best possible candidate.

**LINK** [Gender Balance in Global Sport Report \(Women on Boards\)](#)

**LINK** [Quotas - Women on Boards Fact Sheet \(Vicsport\)](#)

## 4.6. Effective Board Meetings

'Meetings can make or break a board. Ill-directed or ill-prepared meetings can sap the energy and motivation of board members, whereas purposeful and well organised meetings can build an organisations sense of direction and motivate the board members and staff involved.' Fishel (2003:141)

The decision to commit your time to a board position is one that requires strong consideration. Vicsport's governance research revealed some of the main motivations for individuals joining a board. These included:

- Wanting to contribute something valuable back to their sport,
- To feel as though they are making a worthwhile contribution to their community, and
- To have the opportunity to apply and develop specific skills.

The main reason cited in our research for females not applying for board positions was due to family and/or work commitments. For this reason it is important for meetings to run effectively as lengthy and unproductive board meetings can frustrate all board members and act as a deterrent to potential applicants.

The ASC Sports Governance Guidelines (2012) state that the conduct of board meetings should:

- Focus on governance matters affecting the control and direction of the organisation, such as policy-making and review, financial health of the organisation, legal compliance, strategic thinking and progress towards Key Result Areas, rather than on administrative and operational matters.
- Reflect an appropriate apportionment of focus between compliance with formal requirements, for example, monitoring financial performance, and monitoring overall achievements of Key Result Areas and engaging in strategic thinking.
- Act as the ideal forum for the board to engage in strategic thinking in order to ensure the ongoing relevance and appropriateness of its strategic plan and Key Result Areas. The meeting should adopt a future building on past learning.
- Be managed in a manner designed to encourage diversity of opinion, ensuring input from all board members as appropriate without prejudicing effective and efficient decision-making.

The board meeting templates provided throughout the following sections (4.8 Board Meeting Agenda to 4.11 Board Meeting Assessment) aim to make board meetings more effective by improving the decision making process.

## 4.7. Board Meeting Agenda

A good meeting agenda will serve as a guide to participants, making the meeting more efficient and productive by encouraging the group to prepare and clearly think about what needs to be accomplished at the upcoming meeting.

**TEMPLATE** [Board Meeting Agenda \(Vicsport\)](#)

## 4.8. Board Paper

A board paper provides board members with information to consider, usually for approval or action, prior to the board meeting. The paper should provide a proposed resolution, all relevant information and recommendations.

**TEMPLATE** [Board Paper \(Vicsport\)](#)

## 4.9. Conflict of Interest

Conflicts of interest for board members will arise. The key is to identify, declare, document and manage real, potential and perceived conflicts of interest in a transparent, prudent manner.

A conflict of interest provision should specify that:

- A board member must disclose actual/potential conflicts of interest,
- The process for disclosure of real or potential conflicts of interest,
- A process that governs a board member's involvement in any decisions with which they have a conflict of interest,
- The requirement for a register of ongoing interest to provide a record of all potential conflicts, and
- A board member should not hold any other official or corresponding administrative position within the organisation at any level that creates a material conflict of interest. This is to ensure no actual or perceived conflicts of interest.

It is suggested that calling for a declaration of any conflicts of interest becomes part of the standard meeting opening and are documented in the minutes of the meeting and conflict of interest register.

**TEMPLATE** [Conflict of Interest Policy, Procedure and Checklist \(The Institute of Community Directors Australia\)](#)

**TEMPLATE** [Conflict of Interest Register \(Vicsport\)](#)

## 4.10. Board Meeting Assessment

The board may consider utilising an independent body, such as Vicsport, to undertake a board meeting assessment to determine areas of board meeting effectiveness and identify opportunities for further improvements. The table contained on the following template outlines some key characteristics of an effective board meeting.

**TEMPLATE** [Board Meeting Assessment \(Vicsport\)](#)

## 4.11. Member and Stakeholder Engagement

Effective stakeholder engagement requires a commitment from the board to actively engage with stakeholders through communication, listening to members views and building a relationship of trust and respect.

The board should ensure it exercises leadership, integrity and good judgment by always acting in the best interests of the organisation as a whole and demonstrating transparency, accountability and responsibility to its members and stakeholders.

An effective organisation should ensure its members and key stakeholders are:

- Consulted and involved in the development of the sport's strategic plan,
- Supportive of, and actively involved in, achieving the outcomes of the plan,
- Well-informed and actively participating at its general meetings, and
- Regularly provided with timely and accurate disclosures on all material matter regarding the governance and performance of the organisation.

Existing boards should canvass the interests, aspirations and requirements of key members. The board should have a process in place to report to and receive feedback from members.

## 4.12. Risk Management and Compliance

Whatever the size and purpose of the organisation managing risk is a key board responsibility. Boards should develop a risk management framework that involves a process to identify all risks facing the organisation and implement effective risk management strategies.

It is essential that an organisation regularly reviews its risk exposure across all facets of the organisation. Through this process organisations should address the likelihood and impact of all possible incidents and assess the actions required to minimise, avoid or eliminate potential risks. An organisation should ensure it also assesses the opportunities forgone as part of its risk assessment and evaluation process, as risk is not only a negative element and the cost of not doing activities should also be considered.

In addition, some events or activities often need a specific and comprehensive risk assessment to be done (i.e. the hosting of a large sporting event). In this situation a business case should be developed as part of normal risk management processes to assess the impact and potential outcomes, negative or positive, of such an event.

Principle 4 of the Australian Institute of Company Directors, Good Governance Principles and Guidance for Not-for-Profit Organisations, outlines some of the common types and categories of risks to be considered.

The vast array of risks that NFPs should consider includes, but is not limited to:

- Staff or employment issues (e.g. wrongful dismissal, harassment),
- Volunteers (e.g. injury to the individuals themselves and/or damage caused to others or property as a result of their inadequate training or screening),
- Physical spaces and equipment (e.g. fire, workplace health and safety issues, theft or misuse, public liability),
- Records (e.g. legal requirements to keep records, confidentiality),
- Cash receipts and payments (e.g. inaccurate records, lack of internal checks and balances), and
- Financing (e.g. grant dependent organisations).

It can be helpful to think of risks in broad categories, such as:

- Compliance risks (e.g. failure to lodge statutory information in allowed time),
- Financial risks (e.g. loss of funding, insolvency, expense blow-out),
- Governance risks (e.g. ineffective oversight),
- Operational or program risks (e.g. poor service delivery),
- Environmental, including event risks (e.g. natural disasters and states of emergencies),
- Brand and reputational risks (e.g. due to worsened stakeholder or community perceptions, from major event failure or adverse commentary on performance via traditional and/or digital and social media channels), and
- Strategic risks (e.g. stakeholder behaviour change, increased competition for funding).

The board should implement an effective compliance system. It is recommended that this system comply with Australian Standard AS3806:2006 and requires, at a minimum, that:

- The organisation complies with all relevant statutes, regulations and other requirements placed on it by external bodies,
- Effective internal controls exist and there is full and accurate reporting to the board in all areas of compliance,
- The organisation is financially secure and is able to meet all its financial obligations when they fall due, in the normal process of business, and

- The legal duties of individual board members, including the requirement of board members to:
  - Act in good faith and for a proper purpose,
  - Exercise due care and diligence,
  - Ensure the organisation does not continue to carry on its business while insolvent, and
  - Meet the requirements of various other federal and state laws that directly impact on the organisation.

The following documents provide further information and guidelines on risk management and insurance:

LINK

[Good Governance Principles and Guidance for Not-for-Profit Organisations \(The Australian Institute of Company Directors\)](#)

LINK

[Risk Management Principles and Guidelines \(Australian Government\)](#)

LINK

[Insurance and Risk Management for Community Organisations \(Justice Connect\)](#)

LINK

[Guidelines for managing risk in sport and recreation organisations \(Standards Australia/Standards New Zealand\)](#)

### 4.13. Financial Reporting and Auditing

A requirement to provide financial reports and have your accounts audited depends on the legal structure of your organisation and your turnover.

Associations who are incorporated under the Victorian Association Incorporation Reform Act (2012) must prepare a financial report to be presented to their members at the AGM.

Consumer Affairs Victoria (CAV) sends an Annual Statement form to registered associations one month after the association's financial year end date. Associations have five (5) months from their financial year end date to hold the AGM and submit their annual financial statement to CAV. Lodging the annual statement is the responsibility of the secretary (formerly the public officer).

Auditing requirements vary based on the gross revenue for the last financial year and are outlined below:

Tier	Gross Revenue	CAV Reporting & Auditing Requirement
1	Less than \$250,000	Associations do not need to have their financial statements reviewed or audited, unless a majority of members present at a general meeting vote to do so.
2	\$250,000 - \$1,000,000	Financial statements are required to be reviewed by an independent accountant – a process that typically costs about one third of a formal audit.
3	More than \$1,000,000	Associations are required to have their financial statements audited by an independent accountant.

For more information about accounting and auditing for incorporated associations review the information provided on the CAV website link below.

**LINK**

[Financial Statements & Auditing Requirements for Incorporated Associations \(CAV\)](#)

#### 4.14. Board Calendar

A board calendar should be mapped out at the start of each year and serves two important functions:

1. The provision of a clear outline of board member commitments for the upcoming year (i.e. How often does the board meet and for how long?), and
2. As a useful planning checklist to ensure that the board is carrying out all of its key roles including financial, legal, planning and risk management responsibilities.

**TEMPLATE**

[Board Calendar \(Vicsport\)](#)

## 5. Performance Evaluation and Board Development

A regular process of evaluation to obtain feedback on the collective performance of the board, improve understanding of the current skill set and review the contribution of individual board members is necessary for effective board function, ongoing development and improvement.

Ideally an independent body facilitates the performance evaluation process to ensure that the board is performing as well as possible, provide feedback on strengths and make recommendations for future improvement. This information may also inform board development and training requirements.

### 5.1. Governance Health Check

Good governance is central to ensuring that boards and committees are effective at leading the organisation while also meeting their legal and compliance responsibilities.

The State Government of Victoria has developed a Good Governance Checklist that is a quick reference guide to ten principles of good governance to help your board or committee understand and discuss its performance.

LINK

[Good Governance Health Check \(State Government of Victoria\)](#)

### 5.2. Board Performance and Evaluation Policy

The board performance and evaluation policy should clearly describe the purpose and process of assessing board performance. It is important that organisations introduce an evaluation process that suits the needs and interests of the organisation. If your organisation is introducing a board evaluation for the first time you may like to introduce a simple process and add complexity to the process in the future.

Surveys provide a convenient and confidential way to measure board performance. Vicsport recommends that the collective performance of the board as well as the performance of individual board members should be assessed during the evaluation.

It is also recommended that boards use an independent facilitator to ensure that the process is carried out independently and confidentially.

TEMPLATE

[Board Evaluation Policy \(Vicsport\)](#)

### 5.3. Performance Evaluation and Skills Audit

An evaluation which assesses the overall performance of the board is useful to identify areas of strength and highlight particular areas that require improvement from the board. As part of the Good Governance Project, Vicsport developed a board performance evaluation survey and individual self-assessment tool.

The individual self-assessment tool allows board members to reflect on their own personal skills, attributes and contribution to the board. It also helps to identify possible development opportunities for board members. The results should also be used to undertake a skills audit of the board. Knowledge of the current skill set of the board may be used to inform future board recruitment and communication with members.

It is strongly recommended that an external facilitator conducts the evaluation process and provides a professional assessment of the results. The board evaluation and self-assessment survey which was developed as part of the Good Governance Project is included in this Toolkit as an example only.

**TEMPLATE** [Board Performance Evaluation and Individual Self-Assessment \(Vicsport\)](#)

### 5.4. Skill Gap Analysis

A skill gap analysis allows the board to gain a clearer understanding of:

- The relevant skills, qualifications and experience required to meet board goals,
- Current gaps in skills and diversity,
- Current strengths so that board member skills can be utilised to their full potential,
- Areas for professional development, and
- Information required to communicate with members and inform future recruitment strategies.

To have an accurate understanding of current board skills, and to accurately complete the skill gap analysis, it is recommended that the board first undertakes a skills audit.

**TEMPLATE** [Skills Gap Analysis \(Vicsport\)](#)

### 5.5. CEO Performance Review

The board is responsible for developing and documenting a regular (usually annual or six-monthly) performance review process for the CEO.

The CEO review process should be confidential and treated as a constructive exercise to provide feedback to the CEO on their work. It should also identify ways in which the board

can assist the CEO to be more effective.

The performance indicators for the CEO should be clearly linked to the strategic goals and objectives set by the board and should be measurable.

Board Connect has developed a fact sheet on the CEO performance Appraisal process as well as an appraisal template.

**TEMPLATE** [CEO Performance Appraisal Fact Sheet & Template \(BoardConnect\)](#)

## 6. Resources

There are a large number of organisations providing a wide variety of governance support, information, resources and templates. These are often available at no cost. Some have been designed specifically for sporting organisations, others tailored for NFPs and other specialising in specific areas of governance such as legal or risk management issues. Below are a number of organisations (listed in alphabetical order) that have been referenced throughout this Toolkit and may be useful to your board.

### **Australian Institute of Company Directors**

<http://www.companydirectors.com.au/goodgovernance>

The Australian Institute of Company Directors is Australia's pre-eminent organisation for directors, dedicated to making a difference in the quality of governance and directorship. The site has a NFP Director Resource Centre which includes "Good Governance Principles and Guidance for NFP Organisations" that is designed to assist boards in determining what constitutes good governance practice for their organisations and to achieve better outcomes through good governance. It examines ten principles that promote good governance and provides boards with questions for consideration.

### **Australian Sports Commission: Sports Governance Principles**

[http://www.ausport.gov.au/\\_data/assets/pdf\\_file/0004/563629/ASC\\_Governance\\_Principles.pdf](http://www.ausport.gov.au/_data/assets/pdf_file/0004/563629/ASC_Governance_Principles.pdf)

The ASC Sports Governance Principles outlines the Australian Sports Commissions position with respect to the governance of national sporting organisations. The document states the ASC position, including commentary and guidelines, across six major principles; board composition, roles and powers, board processes, governance systems, board reporting and performance, stakeholder relationship and reporting and ethical and responsible decision-making.

### **BoardConnect**

<http://www.boardconnect.com.au/index.php>

BoardConnect provides services designed to support the boards of NFP organisations in Australia. BoardConnect provides a confidential helpline, board reviews, fact sheets, publications, news and events to support NFP boards.

### **Club Help**

<http://www.clubhelp.org.au/governance>

The Club Help web site has been developed by Leisure Networks and Regional Sports Network Victoria to support Victorian Sporting Clubs. It contains a range of free information and resources for club volunteers, including a section on governance. The web site also contains a "Governance Club Assessment Tool" which clubs can complete online and receive a planning tool and suggested action list. Vicsport partnered with Leisure Networks to develop a Governance Toolkit for Leagues and Associations which is also available on the Club Help web site.

**Consumer Affairs Victoria**

<http://www.consumer.vic.gov.au/>

Consumer Affairs Victoria is a business unit of the Department of Justice. The Consumer Affairs Victoria web site outlines the responsibilities of registering and running an Incorporated Associations which includes clubs and NFPs. It also contains information about how incorporated associations can ensure they comply with the new laws under the Associations Incorporation Reform Act 2012.

**Governance Institute of Australia**

<http://www.governanceinstitute.com.au/>

The Governance Institute of Australia is an independent professional association with a sole focus on the practice of governance. The GIA offers a number of products and services tailored for NFP organisations. The site offers information on training including short courses and a “Certificate in Governance for Not-for-Profits” as well as “NFP Good Governance Guides” on various topics.

**Institute of Community Directors Australia**

<http://www.communitydirectors.com.au/>

The Institute of Community Directors Australia is the best practice network for the members of Australian NFP boards, committees and councils, and the senior staff who support them. An Our Community enterprise, the institute provides information, tools, training and qualifications for Australian NFP boards.

**Justice Connect (Information Hub)**

<http://www.justiceconnect.org.au/>      <http://www.nfplaw.org.au/>

Justice Connect provides legal advice, information and training for NFPs. The site hosts a Not-for Profit Information Hub which contains an extensive list of relevant legal topics and resources for NFP organisations.

**State Government of Victoria: Not-For-Profit Compliance Support Centre**

<https://www.nfpcompliance.vic.gov.au/managing-your-organisation/governance>

The Not-For-Profit Compliance Support Centre is an online information resource for Victorian NFP community organisations. Its purpose is to help reduce the regulatory compliance burden and increase productivity within the sector. The website is published by the Victorian Government's Office for the Community Sector within the Department of Human Services (DHS). It contains a “Checklist for Good Governance” (based on the Australian Institute of Company Directors, Good Governance Principles and Guidance for Not-for-Profit Organisations guide) and a “Governance Capability Framework” which describes the broad capabilities required by people on Boards or Committees of Management in community sector organisations.

## 7. Abbreviations

The following abbreviations have been used throughout this document:

AGM	Annual General Meeting
ASC	Australian Sports Commission
CAV	Consumer Affairs Victoria
CEO	Chief Executive Officer
NFP	Not For Profit
NSO	National Sport Organisation
SSA	State Sport Association

## 8. References

Australian Sports Commission, 2012, *Sports Governance Principles*, Licensed from the Australian Sports Commission under a Creative Commons Attribution-NonCommercial-NoDerivs 3.0 Australia Licence.

BoardConnect, *Governance Sub-Committee Terms of Reference -Template*, [http://www.boardconnect.com.au/Governance\\_sub-committee\\_terms\\_of\\_reference.pdf](http://www.boardconnect.com.au/Governance_sub-committee_terms_of_reference.pdf), viewed 6 October 2014.

Consumer Affairs Victoria, *Associations Incorporation Reform Act 2012 - MODEL RULES For an INCORPORATED ASSOCIATION*, viewed 6 October 2014, <http://www.consumer.vic.gov.au/clubs-and-not-for-profits/incorporated-associations/running-an-incorporated-association/rules>

Fishel, D., 2003, *Boards that Work: A guide for charity trustees*, Directory of Social Change, London, pp141.

Governance Institute of Australia, *Good Governance Guide Separation of authority between board (council) and management*, [http://www.governanceinstitute.com.au/media/365699/ggg\\_separation-of-authority-between-board-council-and-management.pdf](http://www.governanceinstitute.com.au/media/365699/ggg_separation-of-authority-between-board-council-and-management.pdf)

Hoye & Cuskelly, 2004, in Hoye, R., & Cuskelly, G., 2007, *Sport Governance*, Routledge, New York, pp 80.

Hoye, Smith, Westerbeek, Stewart and Nicholson, 2006, *Sport Management: Principles and Application*, Elsevier, Oxford, pp 169.

[http://www.finance.gov.au/sites/default/files/COV\\_216905\\_Risk\\_Management\\_Fact\\_Sheet\\_F\\_A3\\_23082010\\_0.pdf](http://www.finance.gov.au/sites/default/files/COV_216905_Risk_Management_Fact_Sheet_F_A3_23082010_0.pdf), viewed 6 October 2014.

<http://www.nfplaw.org.au/sites/default/files/Risk%20Management%20and%20Insurance%20Guide.pdf>, viewed 6 October 2014.

Institute of Community Directors Australia, *Recruitment Help Sheets*, <http://www.communitydirectors.com.au/icda/board/?articleId=5731>, viewed 6 October 2014.

Justice Connect, *Insurance and Risk Management for Community Organisations*, <http://www.nfplaw.org.au/sites/default/files/Risk%20Management%20and%20Insurance%20Guide.pdf>

Standards Australia/Standards New Zealand handbook, 'Guidelines for managing risk in sport and recreation organisations'  
[https://secure.ausport.gov.au/data/assets/pdf\\_file/0003/152787/Risk\\_Management\\_Resou](https://secure.ausport.gov.au/data/assets/pdf_file/0003/152787/Risk_Management_Resou)

[nce for Recreation and Sport Organisations.pdf](#), viewed 6 October 2014.

State Government of Victoria, *Health Check Tool*,  
<https://www.nfpcompliance.vic.gov.au/managing-your-organisation/governance/checklist-for-good-governance>, viewed 6 October 2014.

The Australian Government, *Risk Management Principles and Guidelines*, viewed 6 October 2014.  
[http://www.finance.gov.au/sites/default/files/COV\\_216905\\_Risk\\_Management\\_Fact\\_Sheet\\_FA3\\_23082010\\_0.pdf](http://www.finance.gov.au/sites/default/files/COV_216905_Risk_Management_Fact_Sheet_FA3_23082010_0.pdf)

The Australian Institute of Company Directors, *Good Governance Principles and Guidance for Not-for-Profit Organisations*,  
<http://www.companydirectors.com.au/~media/Resources/Director%20Resource%20Centre/NFP/NFP%20Principles%20and%20Guidance%20131015.ashx>, viewed 6 October 2014.

Vicsport, *Good Governance Project Research*, December 2013  
<http://vicsport.com.au/industry/#advocacy>, viewed 6 October 2014

Vicsport, *Strategic Plan 2014 – 2016*,  
[http://www.vicsport.asn.au/Assets/Files/7762%20VicSport%20Strategic%20Plan%20Booklet\\_07.pdf](http://www.vicsport.asn.au/Assets/Files/7762%20VicSport%20Strategic%20Plan%20Booklet_07.pdf), viewed 6 October 2014.

Women on Boards, 2014, *Gender Balance in Global Sport Report*, Caspiacon Consultancy Ltd, United Kingdom, pp 8.

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