



## **2022 STANDING COMMITTEE EXPRESSION OF INTEREST**

### **COMMITTEE CHARTERS**

**These Charters are an extract from the current version of the SLSNSW Regulations**

## **1C RISK COMMITTEE CHARTER**

### **1. Introduction**

Surf Lifesaving New South Wales Ltd (SLSNSW) is both a membership-based organisation built on a history of volunteerism encompassing a multitude of diverse and complex activities, as well as an evolving entity responding to operational, economic and public factors. It is governed by the SLSNSW Board (the Board), with important input from the SLSNSW State Council and various Board Committees. Through direction and oversight from the Board, SLSNSW is managed by the CEO. Different focuses and scopes of responsibilities are required from each of the groups within SLSNSW to ensure a dynamic, contemporary and success driven organisation.

This Charter sets out the objectives, responsibilities and governance framework for the operation of the Risk Standing Committee (the Risk Committee, or the Committee) and its relationship with other stakeholders.

### **2. Role of the Risk Committee**

The Risk Committee is established to assist the Boards of SLSNSW and Surf Lifesaving Services Pty Ltd (SLSS) (the Companies) in fulfilling the effective discharge of their responsibilities for oversight of enterprise-wide risk management, inclusive of both strategic and operational risks, and compliance with key statutory obligations, of the Companies. In performing this role, the primary focuses of the Committee will be to:

- a. Review the Companies' enterprise-wide risk management framework and plan to manage and mitigate key risks (ERMP) annually in conjunction with the Boards and the Companies' Management Team and make recommendations to the Boards in relation to the ERMP;
- b. Monitor the implementation by the Management Team of the ERMP, the management by the Management Team of key risks and key statutory compliance obligations, and specific venture risk management plans, in each case through a monitoring program to be approved by the Boards, which may include undertaking a detailed analysis of particular identified risks, and current and potential mitigations;
- c. Report to the respective Board/s after each meeting of the Committee about matters considered by the Committee, with recommendations or comments in relation to those matters.

The Committee will undertake other tasks that may be agreed with the Boards from time to time. The functions of the Committee do not relieve the Boards of any of their responsibilities under law.

Under the leadership of the Committee Chair, in discharging its role the Risk Committee will work within the scope of this Charter and provide input from time to time on contemporary trends and desirable or best practice in risk management.

### **3. Operating Style**

The Risk Committee will operate with an emphasis on:

- a. the best interests of the Companies;
- b. objectivity;
- c. transparency;
- d. desirable/best practice approaches in risk management to guide its discussions and recommendations;
- e. strategic thinking;
- f. clear distinction of its role and the role of Management;
- g. constructive, robust and collaborative debate.

Recommendations to the Boards shall be from the Committee as a group. If a Committee member does not agree with a Committee recommendation then their view will also be disclosed to the Boards.

### **4. Powers, Delegations and Limitations**

- a. The Risk Committee has the full powers to carry out its role and responsibilities set out in this Charter.
- b. The Risk Committee does not have any delegated authority to approve any expenditure or incur any debt on behalf of SLSNSW or SLSS, or enter into any transactions or agreements with third parties.

### **5. Role of the Committee Chair**

The appointed Committee Chair shall chair all meetings of the Risk Committee. If the appointed Committee Chair cannot chair a meeting, another member of the Risk Committee will act as Chair for that meeting.

The role of the Chair is summarised below:

- a. Decide the order in which the business of the meeting will be taken;
- b. not change Board decisions or decisions of other Committees;
- c. provide leadership in the conduct of the Risk Committee's responsibilities, including setting the agenda and ensuring the meetings take place with the frequency determined in consultation with the Boards;
- d. facilitate the identification of the issues of significance for the Risk Committee's discussions, provide the right environment for consideration of those issues, and ensure that all Committee members have the opportunity to put their views and have them considered; and

- e. Ensure meetings are carefully structured and deal with routine matters quickly and efficiently, allowing time for attention to the key areas of responsibility.

## **6. Role of the Individual Committee Members**

Individual Committee members must:

- a. Conduct themselves in an ethical, business like and lawful manner and with appropriate decorum when acting as a Committee member;
- b. act with honesty, good faith and in the best interests of the Companies;
- c. not improperly use their position or misuse the Companies' information;
- d. avoid and declare any conflict of interest;
- e. act with care and diligence, respect and integrity;
- f. not attempt to exercise individual authority or make decisions outside of their designated scope of authority;
- g. devote the necessary time to the performance of their duties including the review of Committee papers prior to Risk Committee meetings;
- h. keep confidential all documents, information and matters considered or discussed by the Committee. This is not intended to prevent reporting of matters discussed at Committee meetings or provision of copies of minutes as contemplated in other parts of this Charter, or disclosures that are necessary for the proper conduct of the role, and discharge of the responsibilities, of the Committee;
- i. only speak to the media as requested by the CEO or the President of SLSNSW;
- j. use their best endeavours to facilitate the efficient and effective functioning of the Committee; and
- k. respect the confidentiality of sensitive issues or business items under negotiation or discussion.

## **7. Committee Member Induction and Training**

All new Committee members will be briefed by the Committee Chair upon appointment, including access to the last two sets of Committee papers and minutes and other relevant documents on request.

## **8. The Committee Chair and Management**

The Chair represents a most critical link to the Boards with respect to the matters considered by the Risk Committee. This link is enhanced through their relationship with the CEO. The Chair must be able to strike the right balance in developing a positive working relationship with the CEO while retaining an objective view of the management of risk and compliance. Where the Chair has concerns or has identified performance issues in relation

to the CEO this should be raised directly with the SLSNSW President, or with the CEO in relation to other members of the Management Team.

## **9. Meetings**

The Committee will meet a minimum of 4 times per year pursuant to an annual meetings schedule to be agreed by the Chair with the Boards. The meetings schedule will be advised to Committee members annually. In addition, the Chair may convene a meeting of the Committee with 7 days written notice to the other members, and will do so at the request of a Board. Meetings can also be convened at shorter notice if all members consent, or if the Committee's comments are required on an urgent matter.

- a. The Chair through the CEO or his/her delegate will prepare an agenda and facilitate the provision of supporting documentation for each meeting. Agendas and papers will be circulated seven (7) days in advance of the meeting (where practicable) to ensure sufficient time for Committee members to read and consider before the meeting;
- b. The Chair will endeavour to circulate meeting minutes 10 days after the meeting for the review and approval of the Committee members. The approved minutes will be made available to the Boards;
- c. Meetings may be held in person or via teleconference/video conference to ensure budgetary efficiencies are maintained wherever appropriate;
- d. A quorum shall be 2/3 (rounded up) of Committee members, other than when a meeting is convened at short notice to consider an urgent matter, in which case the quorum will be one director from each of SLSNSW and SLSS Boards and 2 independent members;
- e. Relevant management and staff will attend meetings as required by the Chair. The SLSNSW President and the CEO must be invited and may attend any meeting of the Committee.

## **10. Composition**

The Risk Committee comprises a minimum of six (6) members, at least:

- a. One (1) SLSNSW Director
- b. One (1) SLSS Director
- c. Four (4) independent members who do not otherwise sit on the SLSNSW or SLSS Board or SLSNSW State Council.

Committee members should be independent of Management, free of any relationship which might impair the exercise of their independent judgment and possessed of the business acumen which will allow them to be effective in their role.

The Chair shall be appointed by the Board and doesn't necessarily need to be a SLSNSW or SLSS Director.

The members of the Committee must as a group have the requisite skills and expertise to effectively carry out the Committee's role. The following specific skills are desirable for Committee members:

- a. Have a working knowledge of enterprise risk frameworks;
- b. Have experience in assessing risks and developing mitigation strategies.

Diversity amongst Committee members will be considered by the Board of SLSNSW in making appointments.

#### **11. Tenure**

The Board of SLSNSW shall make all appointments and replacements of Risk Committee members.

The independent members will be appointed for a three (3) year term to a maximum of six (6) consecutive years. At the adoption of this Charter the existing Committee members will be appointed as follows: two members for a three (3) year term, one member for a two (2) year term, and two members for a one (1) year term. Years served prior to these respective appointments will not count towards consecutive years of tenure.

Members, including the Chair, may be removed by the SLSNSW Board at any time or may resign by written notice to the Board of SLSNSW.

#### **12. Board Delegated Powers and Limitations**

The Risk Committee may initiate special investigations as it sees fit or as directed by either Board in relation to areas within its role and responsibility.

The Risk Committee is not responsible for overseeing the management of risks and compliance of matters that are within the Charter of the Finance and Audit Compliance Committee (FACC) or the Investment Advisory Committee (IAC), which includes financial matters, taxation, fund raising, accounting and reporting, internal controls relating to each of those areas, and external audit.

#### **13. Access to records and independent advice**

- a. The Committee members will at all times have free and unfettered access and be provided with a copy of any document, report, material or information in the possession of a Company Director, employee, contractor, or external adviser to the Companies, or any other person.
- b. The Committee may seek independent professional advice, at SLSNSW's expense, if it is considered necessary for the proper performance of the Committee's responsibilities. The Chair of the Committee and the CEO/CFO will facilitate the procurement of any such advice.
- c. Members of the Committee will be available to meet with regulators on request.

#### **14. Remuneration of Committee Members**

No Committee member of SLSNSW shall receive remuneration for work carried out as a Committee member of SLSNSW. Committee Members of SLSNSW are entitled to receive reimbursements and/or reasonable expenses for work carried out as a Committee member in accordance with the SLSNSW Constitution.

#### **15. Evaluation of the Risk Committee**

The Board considers the ongoing development and improvement of each Committee's performance as a critical input to effective governance. As a result, the Board requires a biennial evaluation of the Risk Committee and each Committee member's performance.

In undertaking the review, which will be undertaken collaboratively between the Board and the Committee, the Board aims to reach a balanced view of the Committee's performance, identifying the positive aspects of the Committee's operation and areas for improvement (eg team dynamics, effectiveness, and adequacy of administration around the Committee.) The evaluation process should also be used to identify any gaps in the skills mix of the Committee and performance issues.

#### **16. Review of Charter**

This Charter will be reviewed biennially or more frequently if required by the Board.

**GENERAL STANDING COMMITTEE  
CHARTERS**



## **2A      GENERAL STANDING COMMITTEE CHARTERS**

### **17. Introduction**

SLSNSW is both a membership-based organisation built on a history of volunteerism encompassing a multitude of diverse and complex activities, as well as an evolving entity responding to operational, economic and public factors. It is governed by the SLSNSW Board, with important input from the SLSNSW State Council and various Board Committees. Through direction and oversight from the Board, SLSNSW is managed by the CEO. Different focuses and scopes of responsibilities are required from each of the groups within SLSNSW to ensure a dynamic, contemporary and success driven organisation.

This charter sets out the objectives, responsibilities and governance framework for the operation of the Standing Committees and their relationship with other stakeholders.

### **18. Role of the Standing Committee**

The fundamental role of the Standing Committees is to provide subject matter advice & expertise to the Board & Management of SLSNSW as related to their respective portfolio areas.

Under the leadership of the Committee Chair, the role of the respective Standing Committee is to:

- a. work within the scope of the respective Committee as outlined in the respective committee annexure
- b. provide recommendations to the Board with respect to changes to the SLSNSW Regulations and Policies
- c. provide recommendations to the Board with respect to any proposed or suggested changes to SLSA or SLSNSW Regulations, policy or any matter that is referred to them
- d. provide management with feedback on operational issues affecting members or service delivery to the membership with respect to its portfolio area
- e. develop strategic thinking around the application of the organisation's strategic plan against its portfolio area
- f. monitor contemporary trends and best practice in its portfolio area including external influences and key performance metrics of the portfolio area
- g. through collaboration & consultation with branches and clubs, review relevant policies and best practice related its portfolio area to ensure they are appropriate and that these can be applied effectively & equitably to those participants or persons for whom they are intended and ensure adherence to relevant legislation

- h. provide advice on the appointment of Working Groups and Panels to provide high quality and informed technical input into the various operational areas related to the portfolio area
- i. Identify, discuss, and develop solutions to any challenges or concerns arising from the volunteers related to the portfolio area.
- j. interact with key stakeholders and members as required
- k. evaluate its effectiveness as a committee

## **19. Operating Style**

The Standing Committees will operate with an emphasis on:

- h. strategy and policy which will be advantageous to SLSNSW in its portfolio area;
- i. anticipating and planning for change;
- j. objectivity;
- k. accountability and transparency;
- l. use of evidence and research to guide decision making & recommendations
- m. strategic leadership;
- n. clear distinction of its role and the role of Management;
- o. constructive, robust and collaborative debate;
- p. collective decision making rather than individual. Recommendations to the Board shall be via consensus, unless there is a conflicting view in which case both positions will be taken to the Board;
- q. focus on the future direction of its portfolio area within SLSNSW; and
- r. being proactive rather than reactive.

## **20. Powers, Delegations and Limitations**

- c. The Committee has the full powers to carry out its role and responsibilities set out in this Charter.
- d. The committee does not have any delegated authority to approve any expenditure or incur debit on behalf of SLSNSW or enter into any transactions or agreements with third parties

## **21. Role of the Committee Chair**

The nominated Committee Chair shall chair all meetings of the Committee. If the nominated Committee Chair cannot chair a meeting, a Chair will be selected from the Committee.

The role of the Chair is summarised below:

- f. Ensure that discussion at meetings is on issues that, clearly belong to the Committee to decide, and do not impinge on the role of other Committees, Management or operational areas.

- g. Decide the order in which the business of the meeting will be taken;
- h. not change Board decisions or decisions of other Committees.
- i. provide leadership in the conduct of the Committee's responsibilities, including setting the agenda and ensuring the meetings take place with adequate frequency
- j. identify the issues of significance to the Committee, provide the right environment for consideration of those issues and ensure that all Committee Members have the opportunity to put their views and have them considered
- k. Ensure Meetings are carefully structured and must deal with routine matters quickly and efficiently, allowing time for attention to key areas of responsibility such as accountability, strategic thinking, monitoring and policy issues

## **22. Role of the Individual Committee Member**

Individual Committee Members are to:

- l. be committed to ethical, business like and lawful conduct including proper use of authority and appropriate decorum when acting as a committee member
- m. act with honesty, good faith and in the best interests of SLSNSW;
- n. not improperly use their position or misuse SLSNSW information;
- o. avoid and declare any conflict of interest;
- p. act with care and diligence, respect, integrity and demonstrate ethical leadership
- q. not attempt to exercise individual authority or make decisions outside of their designated scope of authority;
- r. devote the necessary time to the performance of their duties including the review of Committee papers prior to Committee meetings
- s. not publicly voice any negative comments or individual opinions relating to SLSNSW Directors, the CEO, staff, fellow committee members or any Company matter or issue;
- t. only speak to the media as requested by the CEO or the President;
- u. adhere to and support the Committee Chair in an effort to for the Committee to function effectively and should act with solidarity around Committee decisions and agreed actions; and
- v. respect the confidentiality of sensitive issues or business items under negotiation or discussion.

## **23. Committee Member Induction and Training**

All new Committee members will be briefed by the Committee Chair and the Portfolio Manager upon appointment, including access to the last two sets of Committee papers and minutes and other relevant documents on request.

#### **24. The Committee Chairperson and Management**

The Chairperson represents a most critical link to the Board with respect the matters considered by the respective Committee. This link is enhanced through their relationship with the Portfolio Manager. The Chairperson must be able to strike the right balance in supporting and trusting the Portfolio Manager while retaining an objective view of the management of that portfolio area. Where the Chairperson has concerns or has identified performance issues that should be raised directly through the CEO.

#### **25. Reporting**

The Committee shall report to the Board and are accountable for the performance of their duties as committee members.

## **26. Meetings**

Unless otherwise stated in the annexure for the specific Committee, it will meet a minimum of 4 times per year or as regularly as is prudent and necessary to effectively offer advice and recommendations to the Board and management with respect to specific portfolio matters

- f. The Chair through the portfolio manager will prepare an agenda and supporting documentation for each meeting. Agendas and papers will be circulated seven (7) days in advance of the meeting to ensure sufficient time for Committee Members to read and consider before the meeting.
- g. The portfolio manager will endeavour to circulate Meeting minutes 10 days after the meeting
- h. The Committee should develop a calendar/work plan based around SLSNSW's Strategic Plan and the portfolio's key annual activities.
- i. Meetings maybe held in person or via teleconference/video conference to ensure budgetary efficiencies are maintained wherever appropriate
- j. A quorum shall be 2/3 (rounded up) of the named members of the committee
- k. Respective management and relevant staff may attend all meetings as required and approved by the Chair. The President & CEO may attend any meeting of any committee.

## **27. Remuneration of Committee Members**

No Committee member of SLSNSW shall receive remuneration for work carried out as a Committee member of SLSNSW. Committee Members of SLSNSW are entitled to receive reimbursements and/or reasonable expenses for work carried out as a Committee Member in accordance with the Constitution.

## **28. Evaluation of The Committee**

The Board considers the ongoing development and improvement of each Committee's performance as a critical input to effective governance. As a result, the Board requires an annual evaluation of the Committee and its Committee member performance.

In undertaking the annual review, the Board aims to reach a balanced view of the Committee performance, identifying the positive aspects of the committee's operation and areas for improvement (eg team dynamics, effectiveness, progress towards strategic objectives and adequacy of administration around the Committee.) The outcome of the evaluation process should be used as the basis to identify any gap in the skills mix of the Committee and performance issues.

## **29. Review of Charter**

This Charter will be reviewed annually or more frequently by the Board as required.



## **2A(i) FINANCE & AUDIT COMMITTEE**

### **1. Introduction**

This annexure describes arrangements specific to the Finance & Audit Committee (FACC) and should be read in conjunction with the Standing Committee Charter above.

The FACC is established to support Surf Life Saving New South Wales (SLS NSW) and its controlled entity, Surf Life Saving Services (SLSS), Board of Directors' oversight responsibilities related to the financial affairs of the Company; taxation matters, accounting and reporting (including the external audit); internal controls and processes relating to financial, taxation, fundraising, accounting and reporting matters.

The FACC monitors the processes which are undertaken by the senior management and the auditors for SLS NSW and SLSS. The FACC shall assist the Board(s) to abide by the relevant financial provisions of the Corporations Act 2001, the Australian Charities and Not-for-profit Commission (ACNC) obligations, fundraising regulations and taxation regulations.

The functions of the FACC do not relieve the boards(s) of any of their responsibility under law.

### **2. Composition**

The FACC comprises seven (7) members, at least:

- a. Two (2) SLSNSW Directors, one of whom shall be appointed Chair
- b. one (1) SLSS Director
- c. Four (4) independent members who do not otherwise sit on the SLSNSW or SLSS Board or SLSNSW State Council.
- d. The CEO and CFO as ex-officio members

The independent members should be independent of management, free of any relationship which might impair the exercise of their independent judgment and possessed of the financial skills and business acumen which will allow them to be effective in their role.

The following specific skills are required of all FACC nominees:

- Be "advanced financially literate" (i.e. able to read and understand financial statements and challenge information presented in FACC meetings).
- Have the following expertise:

- accounting or related financial expertise
- financial regulatory expertise
- financial investment expertise
- financial risk expertise.
- Have an understanding of the industry in which the Company operates.

Diversity amongst FACC members will be considered by the Board of SLSNSW in making appointments.

### **3. Tenure**

The Board of SLSNSW shall make all appointments and replacements of FACC members.

The independent members will be appointed for a three (3) year term to a maximum of six (6) consecutive years. At the adoption of this Charter two members will be appointed for a three (3) year term, one member for a two (2) year term and one member for a one (1) year term. Years served prior to these respective appointments will not count towards consecutive years of tenure.

Members may be removed by the SLSNSW Board at any time or may resign by written notice to the Board of SLS NSW.

### **4. Board Delegated Powers and Limitations**

The FACC may initiate a special investigation as it sees fit or as directed by either the SLSNSW or SLSS Board in relation to areas within its role and responsibilities.

### **5. Access to independent advice**

Audit representatives and other independent experts may attend meetings by invitation.

The FACC may obtain independent professional advice to assist in the proper exercise of its role and responsibilities, with the cost to be borne by SLSNSW or SLSS subject to board approval.

### **6. Meetings**

The FACC is to meet at least six times a year.

Two of these meetings shall be standalone meetings for the budget(s) review and financial statement(s) review. The other meetings are timed to review quarterly financial reports.

### **7. Specific Duties**

The specific duties of this committee are to:

- a. Financial and business affairs
  - i. Review and oversight of the development of SLSNSW and SLSS budgeting process
  - ii. Monitoring the financial performance against Board approved budgets
  - iii. Oversight and monitoring the SLSNSW and SLSS investments (including land holdings)



- iv. Oversight and monitoring the SLSNSW and SLSS financial reporting system(s); and
  - v. Review, oversight and monitoring of material capital projects.
- b. Annual audit and integrity of the financial statements
  - i. Review the appointment of, the terms of engagement and the audit fees for the External Auditor prior to the commencement of the audit.
  - ii. Review the External Auditor's management report, detailing the results and significant findings from the audit, and Management responses.
  - iii. Review the acceptability of and correct accounting treatment for and disclosure of significant transactions which are not part of the SLSNSW and SLSS normal course of business.
  - iv. Assist in the resolution of any disagreement between Management and the External Auditor in the financial reporting.
  - v. Meet as required with the External Auditor, without Management present.
  - vi. Review and oversight of policies for the provision of non-audit services by the External Auditor.
  - vii. Review any significant accounting and reporting issues, including professional and regulatory announcements and to understand their effect on the SLSNSW and SLSS financial statements.
  - viii. Review the annual financial statements of the SLSNSW and SLSS, which require approval of the Board and discussion of the financial statements with the External Auditor and Management before submission to the Board.
  - ix. Review the written attestations (Directors declaration) provided by the President and Director of Finance.
  - x. Review, for potential conflicts of interest situations, and pre-approve all related party transactions on an ongoing basis.
  - xi. Review the financial information included in the SLS NSW and SLSS annual reports prior to release.
- c. Compliance
  - i. Obtain regular updates from Senior Management about compliance matters that may have a material impact on the SLSNSW and SLSS financial statements.
  - ii. Review the effectiveness of the SLSNSW and SLSS approach to achieving compliance with fundraising, grants, laws, regulations, industry codes and SLSNSW and SLSS policies.
  - iii. Review any correspondence from regulatory bodies regarding significant financial or fundraising issues.
  - iv. Ensure that there is a process in place for the Board President and FACC Chairperson to be immediately informed of any issue of significant non-compliance or litigation.
  - v. Oversee the process for the receipt, retention and treatment of information received from the internal whistleblower policy and procedures and also from external complainants regarding matters relating to audit, financial statements, internal controls or possible fraud.

d. Reporting

- i. The FACC Chairperson will report to the Boards on the FACC meetings regarding relevant matters and appropriate recommendations for noting or approval by the respective Board.
- ii. The FACC Chairperson will ensure that the Board President(s) are immediately informed of matters that may impact significantly on the financial condition or reputation of SLSNSW and SLSS.

## **2A (ii) INVESTMENT ADVISORY COMMITTEE**

### **1. Introduction**

This annexure describes arrangements specific to the Investment Advisory Committee (IAC) and should be read in conjunction with the Standing Committee Charter above.

The IAC is established to assist the Board in fulfilling its responsibilities, by reviewing:

- a. SLSNSW's investment strategy and investment reporting;
- b. The performance and independence of internal and external investment management;
- c. The appointment and removal of investment managers and financial advisors;
- d. SLSNSW Group's investment process; and
- e. Other tasks that may be agreed with the Board from time to time.

The functions of the IAC do not relieve the Board of any of their responsibilities under law.

### **2. Composition**

The IAC comprises seven (7) members:

- a. Two (2) SLSNSW Directors
- b. One (1) SLSS Director
- c. One (1) FACC member who is not otherwise a SLSNSW or SLSS Director
- d. Three (3) independent members who do not otherwise sit on the SLSNSW or SLSS Board or SLSNSW State Council
- e. The CEO and CFO as ex-officio members

The independent members should be independent of management, free of any relationship which might impair the exercise of their independent judgment and possessed of the financial skills and business acumen which will allow them to be effective in their role.

The Chair shall be appointed by the Board and will be a member of the FACC

The following specific skills are required of all IAC nominees:

- Members of the IAC should be financially literate with direct investment experience and
- Be "financially literate" (i.e. able to read and understand financial statements and challenge information presented in IAC meetings).
- Have direct investment experience

- at least one member of the IAC should have relevant accounting or financial experience and have the following expertise:
  - financial investment expertise
  - financial risk expertise.
  - have an understanding of the industry in which the Company operates.

Diversity amongst FACC members will be considered by the Board of SLSNSW in making appointments.

### **3. Tenure**

The Board of SLSNSW shall make all appointments and replacements of IAC members.

The independent members will be appointed for a three (3) year term to a maximum of six (6) consecutive years. At the adoption of this Charter one member will be appointed for a three (3) year term, one member for a two (2) year term and one member for a one (1) year term. Years served prior to these respective appointments will not count towards consecutive years of tenure.

Members may be removed by the SLSNSW Board at any time or may resign by written notice to the Board of SLS NSW.

### **4. Board Delegated Powers and Limitations**

The Board authorises the IAC, within the scope of its responsibilities, to perform the activities identified in these terms of reference.

It is intended that individual members of the IAC will act jointly and severally in their capacity as interested members of SLSNSW and will not provide financial advice or any other regulated service.

### **5. Access to records and independent advice**

- a. The IAC members will at all times have:
  - i. Free and unfettered access to the external auditors, senior management, the risk management functions and the appointed actuary, and vice versa; and
  - ii. Unrestricted access to explanations and additional information the IAC considers relevant to its responsibilities;
- b. The IAC must meet with appointed external financial advisors, investment managers and auditors at least once a year without management being present.
- c. The IAC may seek independent professional advice, at SLSNSW's expense, if it is considered necessary for the proper performance of the IAC's responsibilities. The Chairman of the IAC and the Secretary will facilitate the procurement of any such advice.
- d. Members of the IAC will be available to meet with regulators on request..

## **6. Meetings**

The IAC is to meet at least quarterly each year.

## **7. Specific Duties**

The specific duties of this committee are to:

### **a. Investment Strategy and Investment Reporting**

In relation to SLSNSW's investment strategy and investment reporting the IAC will:

- i. Develop the investment strategy and principles applied throughout the SLSNSW Group and be satisfied with their appropriateness;
- ii. Review the integrity of SLSNSW's investment reports and statements;
- iii. Consider whether SLSNSW's investment reports and statements are consistent with the IAC's knowledge and adequate for member's needs, in order to recommend their approval by the Board;
- iv. In consultation with management, review the effectiveness of the SLSNSW Group's investment reporting systems and processes;
- v. Review with management any significant investment and related accounting and financial reporting issues identified by management or the external audit(s);
- vi. Assess any changes in external investment management requirements and standards, and as appropriate advise and/or make recommendations to the Board;
- vii. Support the FACC with the review of management representation letters pertaining to investments to the external auditors for completeness and appropriateness; and
- viii. Review the CEO and CFO declarations regarding the financial reports and statements, prepared in accordance with the requirements of legislation.

### **b. Risk Management**

In relation to SLSNSW's risk management the IAC will review the effectiveness of risk management framework as it relates to the investment strategy.

### **c. Other:**

In relation to matters not included the IAC will:

- i. Receive copies of key correspondence and key reports to regulators as appropriate;
- ii. Be satisfied as to the effectiveness of SLSNSW's processes to receive and manage complaints regarding financial investment management

## **2A (iii) LIFESAVING COMMITTEE**

### **1. Introduction**

This annexure describes arrangements specific to the Lifesaving Committee (LC) and should be read in conjunction with the Standing Committee Charter above.

The purpose of the LC committee is to provide strategic leadership for lifesaving activities to support effective decision making at all levels of SLSNSW. The committee is responsible for supporting and informing the overall strategic development, growth and management of SLSNSW lifesaving and broader public safety operations as they relate to SLSNSW's strategic priorities.

The functions of the LC do not relieve the Board of any of their responsibilities under law.

### **2. Composition**

The LC comprises up to seventeen (17) members:

- a. A SLSNSW Director who shall be the Director of Lifesaving (1)
- b. Each respective Branch Director of Lifesaving (11)
- c. Up to five (5) independent members who do not otherwise sit on the SLSNSW or SLSS Board or SLSNSW State Council
- d. The Manager Operations – Public Safety as an ex-officio member
- e. The President & CEO may attend any meeting of the committee

The independent members should be independent of management, free of any relationship which might impair the exercise of their independent judgment and possess lifesaving skills and experience which will allow them to be effective in their role.

The Chair shall be the SLSNSW Director of Lifesaving

The following specific skills are required of independent LC nominees:

- Professional or substantive volunteer experience in Lifesaving and/or emergency services
- Have specific expertise in at least one specialty area of life saving (eg RWC/Powercraft operations, support services, operational command, patrolling, joint agency operations, first aid/paramedical, coastal safety education, aviation/UAV operations)
- Have an understanding of the industry in which the Company operates.

Diversity amongst LC members will be considered by the Board of SLS NSW in making appointments.

### **3. Tenure**

The Branch Directors of Lifesaving (DOL) shall remain on the LC whilst ever they are the appointed DOL for their respective Branch.

The Board of SLSNSW shall make all appointments and replacements of Independent LC members.

Independent members will be appointed for a three (3) year term to a maximum of six (6) consecutive years. If more than one independent member is appointed at the commencement of this Charter, at least one will only be appointed for an initial two (2) year term.

Members may be removed by the SLSNSW Board at any time or may resign by written notice to the Board of SLS NSW.

#### **4. Limitations**

The LC does not have an operational standing within SLSNSW with respect to its management of emergency operations situations, notwithstanding members of the LC maybe seconded onto Incident Management Teams or similar both within and external to SLSNSW, or occupy roles such as Duty Officer, State Duty Officer, Patrol Captain etc.

#### **5. Meetings**

The LC is to meet at least quarterly each year.

#### **6. Specific Duties**

The specific duties of this committee are to:

- a. Ensure policies, rules and programs are focused on the promotion of safe coastal aquatic behaviours for both members and the public
- b. Through continuous improvement make recommendations for best practice approaches to “club patrolling” operations
- c. Through continuous improvement make recommendations for best practice approaches to Support Operations activities
- d. Ensure policy development enhances the alignment of SLS activities within the broader emergency services framework
- e. Devise policies which create pathways for members from club patrolling through to support operations and beyond
- f. Liaise with and collaborate with the education portfolio to ensure members operational duties and expectations are matched by suitable and appropriate training programs
- g. Consider research and evidence-based analysis to inform new and contemporary methods in conducting lifesaving and public safety operations
- h. Assess and devise policy approaches to ensure SLSNSW’s position in the broader emergency services framework is enhanced, and member opportunities to operate in the framework is safe, rewarding and valued
- i. Undertake “lessons learned” reviews of major incidents and responses to inform improvements in SOPs, policies, training and approach
- j. Liaise the other portfolio areas to ensure Lifesaving polices align with contemporary approaches to member recruitment & retention

## **2A(iv) SURF SPORTS COMMITTEE**

### **1. Introduction**

This annexure describes arrangements specific to the Surf Sports Committee (SSC) and should be read in conjunction with the Standing Committee Charter above.

The purpose of the SSC committee is to provide strategic leadership for Surf Sports activities to support effective decision making at all levels of SLSNSW. The committee is responsible for supporting and informing the overall strategic development, growth and management of SLSNSW Surf Sports activities as they relate to SLSNSW's strategic priorities.

The functions of the SSC do not relieve the Board of any of their responsibilities under law.

### **2. Composition**

The SSC comprises up to seventeen (17) members:

- a. One (1) SLSNSW Director
- b. each respective Branch Director of Surf Sports (11)
- c. up to five (5) independent members who do not otherwise sit on the SLSNSW or SLSS Board or SLSNSW State Council
- d. The Surf Sports Manager as an ex-officio member
- e. The President & CEO may attend any meeting of the committee

The independent members should be independent of management, free of any relationship which might impair the exercise of their independent judgment and possess skills and experience in surf sports which will allow them to be effective in their role.

The Chair shall be appointed by the Board and will be a SLSNSW Director

The following specific skills are required of all independent SSC nominees:

- Professional or substantive volunteer experience in Surf Sports and/or the sports sector
- Have specific expertise in at least one specialty area of Surf Sports (eg coaching, officiating, competition, administration, discipline specific [craft & swim, surf boats, IRB racing, pool rescue, "lifesaving competition"])
- Have an understanding of the industry in which the Company operates.

Diversity amongst SSC members will be considered by the Board of SLSNSW in making appointments.

### **3. Tenure**

The Branch Directors of Surf Sports (BDOSS) shall remain on the SSC whilst ever they are the appointed BDOSS for their respective Branch.

The Board of SLSNSW shall make all appointments and replacements of Independent SSC members.



Independent members will be appointed for a three (3) year term to a maximum of six (6) consecutive years. If more than one independent member is appointed at the commencement of this Charter, at least one will only be appointed for an initial two (2) year term.

Members may be removed by the SLSNSW Board at any time or may resign by written notice to the Board of SLS NSW

#### **4. Board Delegated Powers and Limitations**

The SSC does not have an operational standing within SLSNSW with respect to its management of Championships and other events, notwithstanding members of the SSC maybe seconded onto Championships Committees or similar within SLSNSW, or fulfil roles such as Championships Referee, SEMC or similar.

#### **5. Meetings**

The SSC is to meet at least quarterly each year.

#### **6. Specific Duties**

The specific duties of this committee are to:

- a. Consider the pathways which are in place for members of all ages and abilities to pursue their interests in surf sports and result in increased numbers of members engaging in competition
- b. Ensure elite development pathways are developed and underpinned by evidence-based approaches to athlete development
- c. Ensure the competition program offered at both state and branch level is contemporary, aligned and meets the needs of various cohorts within the surf sports participants of the membership
- d. Consider event types and formats which present to the membership as engaging and worthwhile to participate in
- e. Through continuous improvement make recommendations for best practice approaches to delivery of surf sports events
- f. Liaise and collaborate with the Lifesaving portfolio to ensure the safety of members whilst training & competing is underpinned by sound approaches to safety and risk management
- g. Consider structures and programs which will enhance coaching and officiating pathways for members who wish to support surf sports in this way
- h. Liaise the other portfolio areas to ensure Surf Sports policies align with contemporary approaches to member recruitment & retention across the organisation