

# ACT TRIATHLON

## Board Governance Charter

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**Approved by:** ACT Triathlon Board

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## **Introduction**

ACT Triathlon (TACT) is the peak industry body for the sport of triathlon in the Australian Capital Territory. As an incorporated entity, TACT is dedicated to supporting, promoting, and advocating for the ongoing development of sport and active recreation in the ACT.

The Board Governance Charter of TACT serves as a crucial framework to ensure effective governance practices and uphold a consistent standard of corporate governance that prioritises sound and prudent management in the best interests of all stakeholders. This Charter outlines the responsibilities of the TACT Board and establishes key protocols for the Board's operation.

At TACT, we recognise the significance of strong governance in achieving our mission and driving the growth of triathlon in the ACT. By adhering to the principles outlined in the Board Governance Charter, we maintain a solid governance framework that fosters transparency, accountability, and ethical decision-making.

The TACT Board assumes responsibility for strategic decision-making, policy development, and overseeing the management of our organisation. Through effective governance practices, we ensure that resources are allocated responsibly, risks are managed effectively, and our operations are conducted in alignment with our mission and values.

The Board Governance Charter provides a clear roadmap for the Board's roles and responsibilities, including matters such as board composition, meeting protocols, and the establishment of board committees. These protocols ensure that the Board operates efficiently, promotes open communication, and maintains a high standard of corporate governance practice.

By upholding the principles of the Board Governance Charter, TACT demonstrates its commitment to the stakeholders and the broader triathlon community in the ACT. We strive to lead by example, setting a benchmark for effective governance within the sport and active recreation industry.

Through sound governance practices, TACT aims to build trust, foster collaboration, and make informed decisions that drive the ongoing development and success of triathlon in the ACT. The Board Governance Charter serves as a cornerstone of our commitment to excellence in corporate governance and guides our actions in the best interest of our stakeholders and the sport we are passionate about.

## **Board Vision and Outcomes Statement – Our Core Values**

*Safe. Inclusive. Respectful. Connected. Professional. Sustainable.*

ACT Triathlon shares with Triathlon Australia a common vision for the sport of triathlon in Australia:

*“To create a happier, healthier, and more connected nation through triathlon and multisport experiences”.*

This vision is the fundamental basis of the TACT Strategic Plan and aims to ensure:

1. Our management and leadership practices are of the highest quality and ethical standard.
2. Our members are provided with support, encouragement and assistance to develop to their maximum potential.
3. Our sport partners, peak bodies and other stakeholders are supported and serviced to the best of our resources.
4. Our members and participants are provided with safe, inclusive, fair, affordable and enjoyable triathlon and multisport opportunities.
5. Our culture and values are maintained.

Consistent with this vision, the Board of TACT has identified the following outcomes which it intends to achieve.

## **Board outcomes**

The TACT Board aims to achieve a sustainable sports system in which TACT members and stakeholders are collectively well serviced and represented by TACT at a reasonable cost.

### *Sustainable sport system*

The TACT Board will seek to support the vitality and viability of organisations involved in triathlon. Such organisations include TACT Affiliated Clubs, independent Race Directors and Event Managers.

The aim is that triathlon should engage in sustainable activities whilst avoiding actions that may lead to a deterioration of the system. These activities, promoted by the Board, will occur in the areas of:

- Economic – financial viability with appropriate governance;
- Social – broad participation of the community in sport of triathlon; and
- Cultural – sport and recreation and inherently triathlon, are an enduring and valuable element of the fabric of our society.

### *System capabilities and representation*

The Board of TACT comprises volunteers who are appropriately skilled or have access to relevant skills and who are expected to express the collective voice of the members ensuring they are heard by government and the community on matters that relate to the interests of the system as a whole.

The Strategic Plan of TACT shall be structured such that it shall allow the Board to pursue activities and/or policies that are productive to the principles of sustainability of triathlon and multisport in ACT.

The strategies adopted by the Board shall promote the ongoing development and relevance of triathlon in the Australian Capital Territory and shall encourage the promotion of participation in the sport through a wide range of activities and options.

With respect to representation of its members, as the voice of triathlon in the Australian Capital Territory, the TACT Board shall pursue the implementation of policies and advocate for changes where they are confident that such activities may benefit the majority of the members.

The Annual Calendar of Events shall be developed and delivered so as to ensure triathletes in the Australian Capital Territory are afforded opportunities to participate in a wide range of high quality, safe, inclusive, well managed, affordable and enjoyable events that encourage participation in the sport.

## **Board's Governance Procedures**

The Governance Procedures set out how the Board will go about its purpose on behalf of the Members of TACT.

The purpose of the Board, on behalf of its Members, is to ensure that TACT:

1. Achieves appropriate results for its Members at an appropriate cost; and
2. Conducts itself in an appropriate manner and avoids unacceptable actions and situations.

To do this, the Board will govern with an emphasis on:

- outward vision rather than an internal preoccupation;
- encouragement of diversity in viewpoint;
- strategic leadership more than administrative detail;
- clear distinction of Board and State Services Manager (SSM) role;
- collective rather than individual decision;
- future rather than past or present; and
- proactivity rather than reactivity.

Accordingly, the Board will:

- Deliberate in many voices but govern in one.
- Cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be an initiator of policy, rather than just reacting to staff initiatives. The Board will use the expertise of individual Members to enhance the ability of the Board as a body.
- Direct, control and inspire the organisation through the careful establishment of broad written policies reflecting the Board's values and perspectives. The Board's major policy focus will be on the intended long-term impacts on TACT, not on the operational means of attaining those effects.
- Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles, and ensuring the continuity of governance capability. Continual Board development will include orientation of new Members in the Board's governance process and periodic Board discussion of process improvement. The Board will allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling its commitments.
- Govern in a manner that is fiscally responsible.
- Monitor and discuss the Board's process and performance at each meeting in accordance with the Board's performance monitoring checklist. Self-monitoring will include comparison of Board activity and discipline to adopted policies and procedures, and best practice principles.

The Board commits itself and its members to ethical, business like, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members. Further detail is provided in Board Members' Code of Conduct, which all Board members are required to agree to on induction and prior to assuming the functions of a Board member.

On each occasion a new Member is appointed to the Board, they will receive a copy of the Board Governance Charter and undertake the Board's Induction Program. Further detail is provided in the TACT Board Induction.

To accomplish its purpose with a governance style consistent with Board policies, the Board will follow an annual agenda that (1) completes a review of governance policies, including the Code of Conduct, annually and (2) continually improves Board performance through Board education and enriched input and deliberation.

Accordingly,

- The cycle will conclude each year at the Annual General Meeting so that administrative planning and budgeting can be based on accomplishing a one-year segment of the Board's most recent Strategic Plan.
- The cycle will start at the next meeting of the Board following the AGM with the Board's development of its agenda for the next year.
  - Consultations or other methods will be used to gain input from relevant TACT stakeholders and/or members. This input must include input from stakeholders and members in relation to the Code of Conduct. Arrangements will be determined in the first quarter and implemented during the balance of the year.
  - Governance education and education related to policy determination (for example, presentations by Sport and Recreation and ACT School Sport staff) will be arranged in the first quarter, to be held during the year ahead and may include a workshop.
- Throughout the year, the Board will attend to agreed agenda items as expeditiously as possible.
- The Board agenda and associated papers will be circulated to Board members to be received at least three full days prior to the day of the meeting.

## Board performance monitoring checklist

- Satisfaction with the SSM and other reports considered at the meeting, including any recommendations made.
- Preparedness of the Board and individual members for the business transacted at that meeting.
- Time management by the Chair including sufficient time allocated for the big issues.
- Opportunities for participation in the dialogue.
- Soundness of decision-making including the extent to which Board dialogue remained focused at the governance level.
- Sense that members' time was well spent including the extent to which the strategic direction statements; mission, purpose, values, KPIs; formed the basis for Board dialogue. That is the meeting remained Ends focused.
- Sufficiency of data/information in support of decisions.
- Conflicts (if any) well managed.
- Maximum use made of the SSM's and AusTriathlon's expertise.
- Specific items arising from the annual performance review.
- Conducting Board procedures in accordance with this Charter.

Note that not all will be addressed at each meeting but may be time framed when the annual agenda is set.

## Role of President

1. Be clear on what the Board has to achieve, both in the long and the short term;
2. Provide firm guidance to other Board members about what is expected of them;
3. Ensure the Board behave in accordance with its rules, the Code of Conduct and this Charter;
4. Make Board meetings effective by ensuring the Board Members;
  - Consider the right matters (e.g., focus on strategic issues, settle the Board agenda);
  - Consider matters properly and carefully (i.e., matters are adequately researched and adequate but excessive time is not spent on each matter);
  - Come to clear decisions (i.e., the decision is clear as to the intentions of the meeting and is so minuted);
  - Ensure decisions made at meetings are implemented properly and reported back to a subsequent meeting;
  - Behave fairly by allowing all present at meetings equal opportunity and input whilst at the same time being cognisant of the need for efficient, timely and orderly meetings; and,
  - comply with the Board's Governance Charter.
5. **Manage relationship** with the SSM and AusTriathlon so as to ensure the Board maintains a good working relationship with the SSM and AusTriathlon whilst at the same time ensuring SSM's performance is regularly assessed and results, including areas for improvement, are fed back;
6. **Make the Board requirements clear** to the SSM by acting as the focal point for communications between the Board and the SSM;
7. Ensure that all Board Members actively **build and maintain the TACT image and reputation**;
8. **Fulfil duties as representative or spokesperson of the Board** (e.g. in presentations to media or staff and in maintaining links with AusTriathlon). In general, the President is the representative on matters of governance whilst the SSM is the spokesperson on matters relating to the operation of TACT. When representing the Board, the President should limit comments to what the Board has stated unless the Board as appropriate has specifically granted further authority;
9. Where urgent decisions are required to be made by the President between meetings, the President shall always ensure this is done in accordance with the Constitution, and ensure ratification for such interim decisions is sought at the next meeting;

10. Where external parties request decisions that may be outside but not in conflict with existing policies and approvals, the President may provide interim advice including the statement that the matter must be discussed by the Board.
11. **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.
12. **Performance assessment** – ensuring that peer and self – assessments of performance are undertaken regularly for all members of the board, including the chairperson.
13. **Succession planning** - President must give notice that he or she will not be seeking re-election to the Board approximately one year out, so that orderly planning can occur.

## **Board Member's Code of Conduct**

A Board member must, at all times:

1. Act honestly and in good faith in the exercise of their duties, and for the best interest of the sport of Triathlon.
2. Commit to TACT's values of respect, enjoyment, health, achievement, belonging and integrity.
3. Perform the duties of their office impartially and uninfluenced by fear or favour.
4. Exercise the degree of duty of care and diligence in fulfilling the functions of the office and exercising the functions of that office.
5. Recognise that the primary responsibility is to the TACT members and affiliated TACT Clubs as a whole but should, where appropriate, have regard for the interests of all stakeholders of Triathlon in ACT.
6. Not make improper use of information acquired by use of their position as a Board member to gain, indirectly or directly, an advantage for himself or herself or for any other person or to cause detriment to the sport.
7. Not take improper advantage of the position.
8. Not allow personal interests, the interests of any associated persons or sectional interests to conflict with the interests of TACT.
9. Not engage in conduct likely to bring discredit upon TACT.
10. Be clear and understand the roles, responsibilities and reporting relationships of the Board and professional staff.
11. Not individually instruct the SSM on matters relating to operational issues.
12. Attend all Board meetings. Where attendance is not possible members will submit an apology. If absence is likely to extend for several consecutive meetings, members will obtain leave of absence.
13. At Board meetings recognise the authority of the Chair.
14. Listen to and respect opinions of fellow colleagues.
15. Debate issues in a non-threatening and co-operative manner at all times.
16. Prepare for meetings by:
  - a. preparing timely and complete reports as required for the member's Board position,
  - b. reading and considering papers circulated with the agenda.
17. Express concerns to the Chairperson or other relevant authority about decisions or actions contrary to the Board's public duty.
18. Maintain confidentiality and not divulge information deemed confidential or sensitive. If members are uncertain they should seek direction from the Chairperson.
19. Avoid discussing Board business in public places where there is a likelihood of being overheard.

20. Be independent in judgement and actions and to take reasonable steps to be satisfied as to the soundness of all decisions of the Board.
21. Not demand or accept in connection with their official duties any fee, favour, reward, gratuity or remuneration of any kind, outside the scope of their entitlements as a Board member, unless authorised by the Chairperson.
22. Comply with the spirit, as well as the letter of the general law, and with the principles of this Code.
23. Exercise their functions as Board members consistently with the terms of the TACT Board Governance Charter.
24. Abide by Board decisions once reached.
25. Speak with one voice once decisions are made.

SIGNED: .....

DATED: .....

## **Board Committees – Terms of Reference**

The Board may from time to time, deem it necessary to establish committees to help carry out its responsibilities.

If Board committees are necessary, they will assist the Board in its role only, will not interfere in the direct link between the Board and the SSM, and will not fragment the overall role of the Board.

Accordingly,

1. Board committees are to help the Board – ordinarily by preparing policy alternatives and implications for Board deliberation.
2. Board committees may not speak or act for the Board or organisation except when formally given such authority for specific and time limited purposes. Such authority will be carefully stated in order not to conflict with the authority delegated to the SSM.
3. Board committees that assist in drafting policy will not also be involved in monitoring its implementation and performance.
4. Ad-hoc committees will be used sparingly and their terms of reference will include a predetermined time frame for action.
5. This policy applies to any group that is formed by Board action, whether or not it is called a committee and regardless whether the group includes Board members.
6. Composition of Board committees is to reflect the representational diversity of the Board as a whole, unless otherwise authorised by the Board.