



GOVERNANCE POLICY

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A DEFINITIONS

“Members” Member Organisations, Member Schools, Life Members and Individual Members of Table Tennis Queensland Inc

“The Board” The Board of Management of Table Tennis Queensland Inc

“TTQ” Table Tennis Queensland Inc

B GOVERNANCE PROCESSES

1 PRINCIPLES

- 1.1 The Board represents its stakeholders/members exercising a duty of care, moral and legal, for TTQ and all its stakeholders.
- 1.2 The Board is responsible for setting the ethical framework for TTQ, defining and nurturing TTQ’s fundamental values.
- 1.3 Sound Board systems provide protection for TTQ, its stakeholders, the Board and its Board Members against fraud, illegal practises and poor performance by its own members, its Executive Officer and its staff.

2 CONFLICT OF INTEREST

POLICY

The Board places great importance on making clear any existing or potential conflicts of interest for Board Members.

Conflicts of interest may occur when:

- a Board Member, or their immediate family, associates or business interests, stand to gain financially and/or personally from any decisions made, contracts awarded, business dealings agreed, or programs or services provided to or by TTQ;
 - a Board Member offers a professional service to TTQ;
 - a Board Member stands to gain personally or professionally from any insider knowledge if that knowledge is used for personal or professional advantage;
 - a Board Member holds a position in a sub-committee of TTQ or in another table tennis organisation, which is involved in an agenda item for discussion by the TTQ Board.
- 2.1 Any business, table tennis or personal matter, which could lead to a conflict of interest of a material nature involving a Board Member and their role or relationship with TTQ, must be declared and registered formally with TTQ (Appendix 1 – Conflict of Interest Register).
 - 2.2 All such registrations shall be presented to the Board and minuted at the first Board Meeting following entry into the records.
 - 2.3 The Board Member concerned must declare all conflicts of interest at the earliest time after that conflict is identified.
 - 2.4 The Board shall determine whether or not the conflict is of a material nature or otherwise and shall advise the individual accordingly.
 - 2.5 Where a conflict of interest is identified and/or registered, and the Board has declared that it is of material or other benefit to the individual or of material significance to TTQ, the Board Member concerned shall not vote on any resolution relating to that conflict or issue.
 - 2.6 The Board Member may only remain in the room during any related discussion, or take part in any related discussion, with Board approval.

- 2.7 The Board will determine what records and other documentation relating to the matter will be available to the Board Member.
- 2.8 All such occurrences of conflicts and decisions relating to them shall be minuted.
- 2.9 Individual Board Members, aware of a real or potential conflict of interest of another Board Member have a responsibility to bring this to the notice of the Board.

3 CODE OF ETHICS AND PROPER PRACTICE

POLICY

The Board is committed to the adoption of ethical conduct in all areas of its responsibilities and authority.

Board Members shall:

- 3.1 act honestly and in good faith at all times;
- 3.2 declare all interests that could result in a conflict between personal and TTQ priorities;
- 3.3 be diligent, participate in Board Meetings and devote sufficient time to preparation for Board Meetings to allow for full and appropriate participation in the Board's decision making;
- 3.4 declare their intention to re-nominate or not for the Board not less than four (4) months prior to the Annual General Meeting at which they retire;
- 3.5 ensure scrupulous avoidance of deception, unethical practice or any other behaviour that is, or might be construed as, less than honourable in the pursuit of TTQ's business;
- 3.6 not disclose to any other person confidential information other than as agreed by the Board or as required under law;
- 3.7 act in accordance with their fiduciary duties, complying with the spirit as well as the letter of the law, recognising both the legal and the moral duties of the role;
- 3.8 abide by Board decisions once reached notwithstanding a Board Member's right to pursue a review or reversal of a Board decision;
- 3.9 avoid doing anything that in any way denigrates TTQ or harms its public image;

The Board shall:

- 3.10 ensure that there is an appropriate separation of duties between itself and the Executive Officer;
- 3.11 make every reasonable effort to ensure that TTQ does not raise community, supplier or stakeholder expectations that cannot be fulfilled;
- 3.12 meet its responsibility to ensure that all staff employed by TTQ are treated with due respect and are provided with a working environment and working conditions that meet all standards of employment as defined in relevant workplace legislation;
- 3.13 regularly review its own performance as the basis for its own development and quality assurance;
- 3.14 carry out its meetings in such a manner as to ensure fair and full participation of all Board Members;
- 3.15 ensure that TTQ's assets are protected through a suitable Risk Management Plan and Risk Management Register.

C BOARD PROCESSES

1 PRINCIPLES

- 1.1 The Board represents its members and other stakeholders, exercising a duty of care, moral and legal, for TTQ and all its stakeholders.
- 1.2 The Board–Executive Officer relationship is a partnership that is approached in that spirit with mutual respect and support for the interdependent but separate roles.
- 1.3 The Executive Officer is the Board’s sole direct employee in whom is vested accountability for the operational organisation. All other staff members are under the management of the Executive Officer.
- 1.4 The Board should direct the Executive Officer by providing clearly defined outcomes to be achieved and policy parameters (Delegation Policies) within which the Executive Officer must remain.
- 1.5 The Board’s delegation to the Executive Officer must be unambiguous; the Board must stand behind its own policies.
- 1.6 The Board’s assessment of the Executive Officer’s performance is based on the performance indicators agreed at the commencement of a performance year (or period) as negotiated.
- 1.7 Monitoring and evaluation of the Executive Officer’s and TTQ’s performances should be built around a rigorous and continuing process.
- 1.8 The Board must add value to TTQ over and above that added by the Executive Officer and staff.
- 1.9 The Board shall have an emphasis on continuous improvement for itself and individual Board Members.
- 1.10 The Board shall aim to be as good at its job as it expects the Executive Officer and staff to be at theirs.

2 OVERARCHING GOVERNANCE PROCESS

POLICY

The Board’s task, on behalf of TTQ’s members, is to ensure that TTQ achieves its mission, its strategic goals and its objectives and, in so doing, meets all the legal and moral responsibilities and requirements accompanying ‘best practice’ corporate governance.

3 CONNECTION WITH KEY STAKEHOLDERS

POLICY

The Board acts in trusteeship for TTQ’s members and key stakeholders.

- 3.1 The Board will gather information about their concerns, needs and aspirations.
- 3.2 The Board will remain up-to-date in relevant industry related matters.
- 3.3 The Board will report to its members on a regular basis on the performance of TTQ.

4 BOARD COMMITTEES

POLICY

The Board will establish sub-committees to support it in its workings, which should not conflict with the Executive Officer's delegated responsibilities, except in instances of performance evaluation of same.

- 4.1 Committees will have Terms of Reference or Role Definitions clearly defining their roles, life span, procedures and functions and the boundaries of their authority, reviewed annually.
- 4.2 Committees do not make binding Board decisions or speak for the Board. For the most part, the function of committees and working parties, in fulfilling their role, is to make recommendations to the Board.
- 4.3 However, a decision of a Board Committee exercising delegated authority is a decision of the Board and should be treated accordingly by the Executive Officer.
- 4.4 Committees may co-opt outside members from time to time in order to bring additional skills, experience or networks.
- 4.5 Committees cannot exercise authority over staff nor shall they delegate tasks to any staff member unless the Board or Executive Officer has specifically agreed to such delegation.
- 4.6 Board committees should not mirror operational divisions, departments or staff functions.

5 DELEGATION TO THE EXECUTIVE OFFICER

POLICY

The Board delegates to the Executive Officer responsibility for the implementation of its Policies, Procedures and Directions while complying with the boundaries and constraints imposed by the Executive Officer Delegation Policies.

- 5.1 The Board will develop a clear and unambiguous statement defining TTQ's strategic direction. This will make clear the performance indicators to be applied by the Board when reviewing organisation and Executive Officer performance.
- 5.2 The Board will make it clear to the Executive Officer, in writing, any constraints or limits it chooses to place on his or her freedom to take actions or make decisions that the Board deems to be unacceptable within the delegation.
- 5.3 The Executive Officer is responsible for the employment, management and performance evaluation of all staff employed/contracted to TTQ.
 - (a) Unless specifically agreed by the Board or Executive Officer, individual Board Members will not instruct staff in any matters relating to their work;
 - (b) The Board's performance evaluation responsibilities are restricted to the Executive Officer.
- 5.4 Always within the proviso that the Executive Officer's decisions must be consistent with and not defeat the stated intent and the spirit of the Board's policies, he/she is authorised to establish all operational policies, decisions, practices and activities.
- 5.5 The Board may change its Policies, Procedures and Directions and Executive Officer Delegation Policies, thereby shifting the boundary between Board and Executive Officer domains. By doing so, the Board changes the latitude of choice given to the Executive Officer. But as long as any particular delegation is in place and the Executive Officer can demonstrate compliance with the intent and spirit of the Board's policies, the Board will respect and support the Executive Officer's choices.

- 5.6 The Executive Officer may defer instructions or requests from individual Board Members or from unofficial groups of Board Members if, in the Executive Officer's opinion, such requests or instructions are:
- (a) inconsistent with the Board's policies;
 - (b) an unjustifiable cost to TTQ; or
 - (c) an unjustifiable priority or use of time for the Executive Officer or other staff members.
- 5.7 The Executive Officer must notify the President of the use of point (5.6) who in turn must notify the individual (or unofficial group) and the Board as a whole.
- 5.8 The expert knowledge and experience of individual Board Members is available to the Executive Officer upon request.

6 MONITORING EXECUTIVE OFFICER PERFORMANCE

POLICY

The Executive Officer's performance will be continuously, systematically and rigorously assessed by the Board against achievement of the Strategic Plan and compliance with Executive Officer Delegation Policies. The Board will provide regular performance feedback to the Executive Officer.

- 6.1 The Board's assessment of the Executive Officer's performance will include those performance indicators that have been agreed at the commencement of the performance period;
- 6.2 The standard applied to all facets of the performance assessment shall include that the Executive Officer has met or can demonstrate compliance with the intent or spirit of the Board's policies/statements;
- 6.3 There will be an annual formal appraisal of the performance of the Executive Officer. The timing, format and process for this meeting will be negotiated between the Executive Officer and the Board at the beginning of the performance period;
- 6.4 A Board Committee may assist the Board in this process and may take recommendations to the Board;
- 6.5 If at any time the Board engages an outside evaluator to assist the Board to conduct an assessment of the Executive Officer's performance, the process must be consistent with this policy. Any such evaluator is a contractor to the Board, not to the Executive Officer;
- 6.6 The above clauses do not waiver or override the requirement for more regular performance appraisals of the Executive Officer based on specifics of performance should the Board deem it necessary.

7 AGENDA PLANNING

POLICY

To meet the standards of good governance, the Board will follow a one year agenda that:

- (a) regularly reviews results, policies and relevant strategic issues;
- (b) provides assurance that all relevant compliance requirements are addressed; and
- (c) improves Board performance through education and continual focus on its governance effectiveness.

The Board will develop an annual agenda setting out a framework for its year's work. Examples of recurring and one-off agenda items include:

- (a) Scheduled review of TTQ's results as indicated in the Strategic Plan and Board Directions, e.g. via Executive Officer reports and presentations;
- (b) Scheduled time for strategic thinking;
- (c) Scheduled assessment of organisational risk;
- (d) Consultations with key stakeholders as appropriate;
- (e) Governance education;
- (f) Other policy compliance monitoring both in respect of the Executive Officer Constraints and Board Processes policies;
- (g) Board effectiveness review;
- (h) Executive Officer performance appraisal review meeting and remuneration review;
- (i) Preparation for or review of Annual General Meeting matters;
- (j) Meeting with the External Auditor, where required;
- (k) Scheduled reporting by Board Committees.

8 DECISION MAKING

POLICY

The Board will ensure that decisions are consistent with TTQ Policies and are after careful consideration of various aspects of issues involved.

- 8.1 For decision making at Board Meetings:
 - (a) Sufficient time will be given for discussion prior to a vote being called for all relevant positions to be discussed.
- 8.2 For decision making using the online voting system:
 - (a) Decision making will be done in line with the Online Motion Process (Appendix 2).
 - (b) Board Members will be given appropriate time to consider the issues and to express an opinion prior to a vote taking place.
 - (c) Board Members will respond to a call for a vote in a timely manner.
- 8.3 Board Members will present a public face of support for all board decisions, notwithstanding a Board Member's right to pursue a review or reversal of any decision at a later juncture.
- 8.4 Reversal of a Board decision may not be made via the online motion process within a 12 month period of the initial decision being taken. Reversals within this period can only be made at a Board Meeting.

9 BOARD MEMBER INDUCTION

POLICY

The Board will provide to all new Board Members a thorough induction into the affairs of both the Board and TTQ at large.

- 9.1 All prospective Board Members will be provided with all relevant information.
- 9.2 Within two months of their election to the Board, new Board Members will:
 - (a) Receive a copy of the Board Manual.
 - (b) Meet with the Executive Officer for an overview of current TTQ activities and operations. This may be conducted face-to-face, by telephone or via electronic means.
 - (c) Undertake Governance Training, if required.

10 BOARD DEVELOPMENT

POLICY

The Board's value-adding role requires that all Board Members must have access to professional development relevant to their duties as a Board Member.

- 10.1 The Board will make every reasonable effort to facilitate training for all Board Members and for the Board as a whole to maximise the value-adding contribution to TTQ.
- 10.2 The Board will carry out an annual review of its performance.
- 10.3 The Board has a role to characterise risks and ensure that strategies to minimise or mitigate these are put into place and implemented.
- 10.4 The Board has a responsibility to ensure that it has in place a succession plan for its own members and for its senior management.
- 10.5 To assist it to fulfil its monitoring responsibilities, the Board may engage outside assistance. This includes but is not limited to a financial audit.
- 10.6 All expenses associated with governance effectiveness will be designed to ensure the development of the highest standard of governance, meeting costs associated with effective communication with members and other key stakeholders e.g. surveys and associated analysis, focus groups etc.

11 PRESIDENT ROLE DESCRIPTION

POLICY

The President provides leadership to the Board, ensuring that the Board's processes and actions are consistent with its policies. As appropriate the President represents the Board and TTQ to outside parties.

- 11.1 The President is empowered to chair Board Meetings
 - (a) The content of Meeting discussions will be confined to governance matters as defined in the Board's policies.
 - (b) All Board Members will be treated fairly and even-handedly.
 - (c) All Board Members will be encouraged and enabled to make a contribution to the Board's deliberations.

- 11.2 There may be times when the President is called upon to interpret a Board policy or policies to outside parties in the absence of the Board. All such interpretations shall reflect both the stated intent and spirit of the policy/policies.
- 11.3 The President has no authority to change unilaterally any aspect of Board policy.
- 11.4 With the approval of the Board, the President may establish a regular communication arrangement with the Executive Officer in which there is an exchange of information. This might also provide an opportunity for the Executive Officer to use such sessions as a sounding board for proposed actions or to check interpretations of Board policy. However,
 - (a) the President will recognise that such sessions are not used to personally supervise or direct the Executive Officer except when the person has breached Board policy;
 - (b) the President will not inhibit the free flow of information to the Board necessary for sound governance. Therefore the President will never come between the Board and its formal links with the Executive Officer.
- 11.5 The President may delegate aspects of the authority accompanying the position but remains accountable for the overall role.
- 11.6 The President is a first among equals, fulfilling the role of servant leader to the Board.

D EXECUTIVE OFFICER DELEGATION

1 PRINCIPLES

- 1.1 The Board should direct the Executive Officer by providing clearly defined outcomes to be achieved and policy parameters (Delegation Policies) within which the Executive Officer must remain.
- 1.2 The Board-Executive Officer relationship is a partnership that is approached in the spirit of mutual respect and support for the interdependent but separate roles.

2 EMERGENCY EXECUTIVE OFFICER SUCCESSION

POLICY

The Board recognises that one of its major risks is the loss of key personnel, particularly its Executive Officer. To this end the Executive Officer must not fail to ensure that there is in place an emergency management regime that can operate in the event of an unexpected loss of his or her services. There must also be at least one person capable of responding to Board concerns and requirements at a level necessary for effective governance.

The Board imposes the following constraints. The Executive Officer must:

- 2.1 Ensure that there is in place an emergency management regime that can operate in the event of the unexpected loss of his or her services.
- 2.2 Ensure that there is at least one person capable of responding to Board concerns and requirements at a level necessary for effective governance.

3 PROTECTION OF ASSETS

POLICY

The Executive Officer shall take all prudent and reasonable actions to ensure that TTQ's assets, physical and intellectual, are protected against all foreseeable damaging circumstances.

The Board imposes the following constraints. The Executive Officer must:

- 3.1 permit only authorised persons to handle cash;
- 3.2 process the receipt or disbursement of funds within controls acceptable to the duly appointed auditor;
- 3.3 deposit funds only in Board approved institutions;
- 3.4 insure the assets of TTQ for values not less than is considered necessary for prudent risk management;
- 3.5 ensure that any purchase of goods or services is protected against conflict of interest;

4 COMMUNICATION AND SUPPORT TO THE BOARD

POLICY

The Executive Officer shall ensure that the Board remains informed about issues and concerns essential to the meeting of its duty of care, the carrying out of its responsibilities and the meeting of its accountabilities to its members and its key stakeholders.

The Board imposes the following constraints. The Executive Officer must:

- 4.1 provide support and information in a timely, accurate, unbiased and understandable fashion addressing the various issues to be monitored by the Board;
- 4.2 be truthful in all discussions, correspondence and dealings with any internal, external or associated parties of TTQ;
- 4.3 provide financial reports that:
 - (a) make significant trends clear;
 - (b) provide data relevant to agreed benchmarks and Board agreed measures;
 - (c) provide additional financial data as determined by the Board from time to time.
- 4.4 inform the Board of significant external environmental trends, achievement of, or progress towards, the achievement of the Board's Strategic Plan, and of changes in the basic assumptions upon which the Board's policies (both Results and Delegations) are based;
- 4.5 inform Board Members when, for any reason, there is actual or anticipated non-compliance with a Board policy;
- 4.6 inform the Board of any breach of any externally imposed compliance requirement;
- 4.7 inform the Board of any serious legal conflict or dispute or potentially serious legal conflict or dispute that has arisen or might arise in relation to matters affecting TTQ;
- 4.8 ensure that the Board is provided with a wide range of views and perspectives in support of effective decision making;
- 4.9 bring to the Board's notice such occasions when it is in breach of the Board Processes or linkage policies, particularly when this relates to the Executive Officer's ability to carry out their responsibilities;
- 4.10 deal with the Board as a whole except when responding to individual requests for information or requests from Board Committees or Working Parties.
- 4.11 ensure that plant or equipment is not subjected to unauthorised or improper use, improper purposes, or significant damage;
- 4.12 ensure that there is adequate protection for intellectual property, information and files of staff, customers or TTQ against loss, common damage or theft;
- 4.13 ensure that there are appropriate and effective security systems in place to adequately safeguard staff's, customers' or TTQ's property against loss, common damage or theft;
- 4.14 maintain an appropriate asset register;
- 4.15 ensure that the premises meet appropriate local and/or government standards and/or any other statutory or minimum code requirements;
- 4.16 maintain a current assessment and evaluation of the risk factors that could conceivably disrupt TTQ's effective and efficient operations and ensure that there are plans and systems that, in times of disruptive events, will allow continuity.

5 FINANCIAL PLANNING

POLICY

Budgeting/financial planning for any financial year or the remaining part of any financial year shall be designed to ensure the achievement of the Board determined results.

The Board imposes the following restraints:

In developing the operational financial plan, the Executive Officer must:

- 5.1 demonstrate,
 - (a) a credible projection of revenues and expenses;
 - (b) separation of capital and operational items;
 - (c) projection of cash flows; and
 - (d) disclosure of planning assumptions.
- 5.2 maintain financial risk within Board determined parameters;
- 5.3 incorporate/accommodate medium to long term financial plans/projections and long term business direction;
- 5.4 ensure that he/she anticipate the achievement of a 'bottom line' not materially different from that determined by the Board, e.g. a predetermined surplus, acceptable deficit or balanced budget;
- 5.5 ensure that he/she does not threaten the achievement of Board determined financial ratios;
- 5.6 provide for current and future capital requirements;
- 5.7 provide for the Board's developmental and other expenditure;
- 5.8 plan for the Board determined spread of revenue sources; or
- 5.9 demonstrate responsible management of TTQ's assets.

6 FINANCIAL MANAGEMENT

POLICY

The Executive Officer is responsible for the day-to-day financial management of TTQ. In carrying out this duty he/she must ensure nothing is done, or authorised to be done, that could in any way cause financial harm or threaten TTQ's financial integrity.

The Board imposes the following constraints.

In managing the day-to-day financial affairs of TTQ the Executive Officer must:

- 6.1 only use organisational funds, enter into contracts, or accept other liabilities for the furtherance of Board approved purposes and priorities;
- 6.2 only expend funds that have been received in the financial year unless offset by approved borrowings or approved withdrawals from reserves;
- 6.3 ensure that undisputed invoices from suppliers of goods and services are paid within trade credit terms agreed with those suppliers;
- 6.4 pay staff in accordance with their employment contracts;
- 6.5 authorise expenditure only within the levels established by the Board and within the approved budget;
- 6.6 meet all government imposed compliance requirements or payments on time and to standard;
- 6.7 ensure, in conjunction with the treasurer, that TTQ does not violate Australian Accounting Standards;

- 6.8 acquire, encumber or dispose of land or buildings only with the appropriate authorisation of the Board;
- 6.9 ensure that there are limitations on expenditure and adequate controls on the use credit or other purchases cards by card holding staff;
- 6.10 assertively pursue receivables overdue; and
- 6.11 Not commit TTQ to any expenditure that could be considered frivolous or excessive.

7 REMUNERATION AND BENEFITS

POLICY

In managing the setting and review of salaries and benefits, the Executive Officer must not make decisions or promises that would in any way cause or threaten financial harm to TTQ.

The Board imposes the following constraints.

The Executive Officer must:

- 7.1 not change their own remuneration;
- 7.2 have regard for the employee's skills and experience, negotiated salary scales, award rates and market conditions for such skills and experience when establishing employee remuneration and benefits;
- 7.3 ensure that any obligations made can be met over the projected period of the individual's term of employment or over a period for which revenues can realistically be projected;
- 7.4 ensure that unfunded liabilities are avoided and only commit TTQ to benefits that incur predictable future costs;
- 7.5 ensure that promises or guarantees of long term employment are only offered under circumstances when such promises or guarantees can be realistically honoured;
- 7.6 honour staff entitlements accrued or carried forward; and
- 7.7 Minimise salary and wage expenditure and not remunerate above skill requirements for the position.

8 EMPLOYMENT CONDITIONS

POLICY

In exercising the delegation of the management of staff and volunteers, the Executive Officer must ensure that there is provided a workplace environment conducive to sound workplace practices, consistent with workplace legislation and TTQ's core values.

The Board imposes the following constraints:

The Executive Officer must:

- 8.1 provide staff with clear guidelines as to their rights, entitlements and workplace obligations;
- 8.2 provide staff with safe dignified and fair working conditions as defined in relevant workplace legislation;
- 8.3 ensure that employees and volunteers maintain their right to an approved and fair internal grievance process;
- 8.4 provide employees with access to the Board to express a grievance when,
 - (a) the internal grievance process has been properly followed;

- (b) the grievance asserts that the Executive Officer has breached a Board Policy to his or her detriment; and/or
- (c) the grievance asserts that the Board has not provided adequate protection for the staff member's rights.

8.5 ensure that all staff members are acquainted with their rights under this policy.

9 MONITORING EMPLOYEE PERFORMANCE

POLICY

In exercising the delegation of the management of staff and volunteers, the Executive Officer must continuously, systematically and rigorously assess the performance of such employees and the adequacy of the position. The Executive Officer will also provide feedback to the Board on any matters of concern regarding employee performance that could result in disciplinary action.

The Board imposes the following constraints:

The Executive Officer must:

- 9.1 Provide staff with clear guidelines as to the roles and responsibilities of their positions;
- 9.2 Ensure positions are consistent with the directions and effective workings of TTQ;
- 9.3 Ensure adequate work load is available for the hours employed and that work is consistent with expectations of the position and the goals, objectives, and directions of TTQ;
- 9.4 Conduct regular performance appraisals of all employees of TTQ;
- 9.5 The Executive Officer's assessment of each employee's performance will include those performance indicators that have been agreed at the commencement of the performance year (or period);
- 9.6 The standard applied to all facets of the performance assessment shall include that the employee has met or can demonstrate compliance with the intent or spirit of the position statement or objectives;
- 9.7 There will be an annual formal appraisal of the performance of all employees. The timing, format and process for this meeting will be negotiated between the Executive Officer and the employee at the beginning of the performance year;
- 9.8 The above clauses do not waiver or override the requirement for more regular performance appraisals of employees based on specifics of performance should the Board deem it necessary.
- 9.9 Make available to the President the outcomes of the employee performance appraisals.

E EXECUTIVE OFFICER CONSTRAINTS

1 PRINCIPLES

- 1.1 The Board has a role to characterise risks and ensure that strategies to minimise or mitigate these are put in place and implemented.
- 1.2 The Board represents its members exercising a duty of care, moral and legal, for TTQ and all of its stakeholders.

2 OVERARCHING EXECUTIVE OFFICER CONSTRAINT

POLICY

The Board will make clear the limits of freedom it allows its Executive Officer in the design of operational methods and the choice of actions and decisions. These will be known as Executive Officer Delegation Policies and will form the basis of the Board's delegation to the Executive Officer.

The Board imposes the following constraints:

- 2.1 The Executive Officer must not take, or approve any action in the name of TTQ that is in breach of the law, is imprudent or which contravenes any organisation specific or commonly held business or professional ethic.

3 INVESTMENTS

POLICY

The Executive Officer shall not allow or cause to allow TTQ's investment assets to be invested in a manner that threatens its financial security.

The Board imposes the following constraints.

The Executive Officer must not:

- 3.1 fail to maintain sufficient liquidity to meet short to medium term financial commitments; or
- 3.2 invest in other than Board approved institutions.