REPORT TO THE
AUSTRALIAN SPORTS COMMISSION

REVIEW OF THE
GOVERNANCE OF SKI AND SNOWBOARD AUSTRALIA

EXECUTIVE SUMMARY

Independent Reviewer: Kate Costello
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1 ACRONYMS USED IN THE REPORT

ACTSA means Australian Capital Territory Snowsports Association
AGM means Annual General Meeting
AIS means Australian Institute of Sport
AIWS means Australian Institute of Winter Sport
AOC means Australian Olympic Committee
APC means Australian Paralympic Committee
APS1 means Association of Professional Ski Instructors
ASAA means Australian Ski Areas Association
ASC means Australian Sports Commission
ASF means Australian Ski Federation
ASI means Australian Ski Institute
ASIC means Australian Securities and Investment Commission
CEO means Chief Executive Officer
DWA means Disabled WinterSport Australia
FIS means Federation Internationale de Ski
FSLA means Funding Service Level Agreement
GBPP means Governance Best Practice Principle
MOU means Memorandum of Understanding
NSO means National Sporting Organisation
NSWI means New South Wales Interschools
NSWIS means New South Wales Institute of Sport
NSWASA means New South Wales Snowsports Association
OWIA means Olympic Winter Institute of Australia
SAL means Skiing Australia Limited
SASI means South Australian Sports Institute
SASKI means South Australian Ski Association
SCORS means the Standing Committee on Sport and Recreation
SGM means Special General Meeting
SRACT means Sports and Recreation Australian Capital Territory
SRNSW means Sports and Recreation New South Wales
SRSA means Sports and Recreation South Australia
SRT means Sports and Recreation Tasmania
SRV means Sports and Recreation Victoria
SSA means Ski and Snowboard Australia Limited
SSDF means School Snowsports Development Foundation
SSO means State Sports Organisation.
SSV means Ski and Snowboard Victoria
TSC means Tasmanian Ski Council
VIS means Victorian Institute of Sport
VSA means Victorian Snowsports Association
2 INTRODUCTION

During the first half of 2005, the ASC became aware that there was considerable distrust and disharmony among key stakeholders of SSA and significant agitation for the reform of SSA's governance arrangements.

In June 2005, the ASC decided to sponsor an independent review aimed at ensuring that the sport of skiing and snowboarding in Australia is governed in accordance with best practice principles and practices. This review was strongly endorsed by the SSA Board.

3 SCOPE OF REVIEW

The scope of the review examined how SSA is currently governed and, to the extent there are any deficiencies, how it ought to be governed in accordance with best practice principles and practices, in order to perform its function as the nationally and internationally recognised NSO for skiing and snowboarding in Australia.

4 TERMS OF REFERENCE

The review's terms of reference are to:

1. Identify and report on the expectations of key stakeholders for SSA and for skiing and snowboarding in Australia.

2. Specify and report on best practice governance principles and practices to be used in assessing SSA's governance.

3. Examine and report on the roles and responsibilities of SSA in relation to the sport as a whole.

4. In relation to (1) to (3) above, examine and report on the appropriateness of SSA's and the sport's:

   (a) legal and constitutional structure, alignments, procedures and practices;
   (b) organisational structure and alignments at national and sub-national levels;
   (c) communications and interactions with key stakeholders;

5. Recommend improvements to remedy any deficiencies in SSA's governance and in the way the sport is governed in Australia.
5 METHODOLOGY

The review was undertaken by an experienced governance consultant with complete independence from SSA. While the engagement was paid for by the ASC, the reviewer was not subject to direction by the Commission.

The methodology called for the reviewer to specify what are considered to be best practice governance principles and practices and to use these as points of reference for the review.

The methodology also required the reviewer to consult with key stakeholders and analyse their responses in relation to issues arising from the terms of reference.

6 GOVERNANCE BEST PRACTICE PRINCIPLES

These principles are attached in Appendix 1.

7 SSA AND SNOWSPORTS PROFILE

SSA is recognised as the responsible authority (NSO) for competitive snowsports in Australia by the AOC, FIS and the ASC.

The sport of skiing and snowboarding in Australia (snowsports) is currently organized into four disciplines:

- Alpine (391 registered competitors);
- Freestyle (103 registered competitors);¹
- Snowboard (97 registered competitors).
- Cross Country (55 registered competitors);

The mission of SSA is to provide opportunity for athletes involved in snowsports to achieve at their highest level.² In discharging its mission, SSA has three fundamental aims:

- To increase the level of participation in competitive skiing and snowboarding;
- To create a realistic applicable pathway for competitive athletes; and
- To create and financially support programs and athletes who can successfully compete at World Cup and Olympic levels in all disciplines of skiing and snowboarding.³

¹ Freestyle is organized into Freestyle-Aerials and Freestyle-Moguls.
² Skiing Australia, Strategic Plan 2002-2006, 5. The Skiing Australia plan (SSA’s predecessor) is currently on the SSA Website as the extant strategic plan of SSA.
³ Ibid, 6. SSA has produced its 2005-2008 Strategic Plan (February 2005) but this is awaiting final confirmation. The stated aims in the revised document are essentially unchanged.
Skiing is an Olympic Gold Medal winning sport. In the three years since the Salt Lake City Olympic Games, the winter sport disciplines of skiing and snowboarding have amassed 44 medals at the World Cup or World Championship levels. This represents almost one third of the 144 medals won in Australia’s 70 year winter sport history. 4

During the period 1994-05 to 2005-06, Australian snowsports have achieved 119 medals at Olympic Games, World Championships and World Cups. Some 97 (82%) were in Freestyle, 18 (15%) were in Snowboard, 4 (3%) were in Alpine while Cross Country was unable to achieve any.

In 2005, SSA had 740 members compared with an annual average over the 2003-05 period of 972. Of these members, 441 (60%) were resident in Victoria, 239 (32%) in NSW, 41 (6%) in the ACT while the remaining 2% were distributed across the other states and overseas.

It is significant to note that of the 740 members, 500 (68%) were direct SSA members via SSV, 181 (24%) were members of NSWSA while the remaining 59 (8%) were members of the ACTSA.

In addition to the state associations and discipline committees, SSA operates within a complex web of relationships. These include non-racing ski clubs, racing ski clubs, state institutes of sport (NSWIS and VIS), resorts/lift companies and the OWIA.

The only stakeholders with full overlapping convergence of interests with SSA are the discipline committees and OWIA, although the success of SSA is dependent, as well, on the effectiveness of its relationships with race clubs, resorts/lift companies and state institutes of sport.

The relatively small overlap of interests between, on the one hand, non-racing ski clubs and state associations and, on the other hand, SSA and the other bodies sharing a community of interests, underlines the declining relevance of state associations to the work of SSA.

The relatively modest state/territory funding for snowsports stands in sharp contrast to the much more substantial ASC/AIS contributions. In 2005-06, the ASC is providing a total of $634,000 in grants ($619,000 high performance and $15,000 sport development). In addition, BAP funding of $20,000 has been provided. As well as this, AIS budgeted expenditure on high performance snowsports for 2005-06 is $370,000, making the total ASC/AIS commitment to the sport $1,024,000 in 2005-06.

The ASC administers "Project Connect" which provides assistance to NSOs in meeting the needs of people with a disability within their sport. The two main areas of focus are creating athlete pathways for people with a disability and breaking down the barriers within disability and non-disability specific sport structures for people with a disability.

DWA has expressed interest in accessing this project but to date the ASC has indicated that access is conditional on, *inter alia*, a merger with SSA. DWA has approached SSA at various times to discuss closer cooperation but SSA is said to have expressed little interest although there has been some limited cooperation on such matters as insurance.

DWA believes that the main reason for SSA's lack of interest is "philosophical", ie, SSA allegedly has a non-inclusive philosophy. However, to the extent there is a lack of interest, the reason may be far more practical than philosophical. In this connection, DWA has a strong focus on recreational snowsports with only limited involvement in elite competition whereas SSA has a focus on elite competition using race clubs for talent ID. Hence, there is somewhat of a divergence in their respective objectives, strategies and interests.

The DWA would welcome a recommendation in the report for there to be discussions between DWA and SSA to assess the desirability and feasibility of a merger provided:

- it was seen as a merger of "equals";
- there was protection for DWA assets (especially the FINSKO ski lodge in Jindabyne for disabled skiers built by NSW Sport and Rec and held under a long-term lease by DWA);
- existing DWA funding was not lost to disabled skiers; and
- merger discussions were mediated by the ASC.

In the meantime, DWA would like to explore with SSA, opportunities for greater cooperation and collaboration between their organisations in the areas of coaching, training, competitions and pathways.
8 CURRENT GOVERNANCE STRUCTURE

SSA is a company limited by guarantee whose origins can be traced back to 1932 when one of its predecessor bodies, the ASF, was formed to represent the interests of Australian skiers.

The company's Memorandum and Articles of Association date back to 1994 when its immediate predecessor, SAL, was first incorporated as a company.

The company's Memorandum and Articles of Association have 18 objects covering a diverse range of activities including, in addition to competitive skiing at the elite level, recreational skiing, junior sport development, promoting environmentally sustainable development of alpine ski areas and skiing safety.

The membership of SSA comprises:

- Individual members;
- Family members;
- State Ski Associations;
- Corporate members;
- Associate/Affiliate members;
- Life members;
- Honorary members; and
- Patron.

Individual membership of SSA is open to any person upon payment of the membership fee direct to SSA or upon becoming a financial member of any of the state/territory snowsports associations and upon payment by the association to SSA, a sum equal to the prescribed capitation fee. Individual direct membership fees and individual capitation fees are currently $55 and $11 per annum respectively.5

The state/territory ski associations are described by SSA as its affiliates. In Victoria, however, there is no independent ski association recognized by SSA representing snowsports in that State. Rather, Victorian snowsports are represented by SSV, a division of SSA.

5 As advised by the CEO of SSA, these fees were set at the adjourned May 2005 AGM although there is some dispute as to whether they were formally adopted. The previous fees were $35 and $2-50.
The 1994 SAL Memorandum and Articles of Association (which with some minor amendments apply to SSA today) specified the following member voting entitlements:

- Individual Members – 1 vote
- Family Members – 1 vote on behalf of all members of the family
- Member States
  - NSW Ski Association – 20 votes
  - Victorian Ski Association – 20 votes
  - ACT Ski Association – 12 votes
  - SA Skiers Association – 8 votes
  - Tasmania Ski Council – 8 votes
- Corporate Members
  - Ski clubs – 5 votes
  - Commercial organisation – 2 votes
- Life Members – 1 vote
- Associate/Affiliate Members – no vote
- Honorary Members – no vote
- Patron – no vote.

A Board of nine directors governs SSA. The composition is:

- Six directors elected by all individual members of SSA for a term of two years;
- One director who represents all registered athletes and is elected by all registered racers from the four disciplines for a term of one year;
- One director nominated by NSWSA for a term of one year; and
- One director nominated by SSV for a term of one year.

National discipline committees are recognized in the SSA Articles of Association (Article 15). The operation of each discipline committee is controlled by a By-Law. Each committee is responsible for applying, and providing advice on, the technical rules of the discipline and for the conduct of racing competitions and events, training, coaching and development programs at the national and international levels for their respective disciplines.

Each state/territory operates committees for each discipline although in the case of Victoria, cross country is operated through the VSA rather than through SSV (see below). The operations of state/territory discipline committees are typically closely aligned to their national equivalents.

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4 The Alpine By-Law is to be amended to bring it more into line with the Snowboard and Freestyle By-Laws. The latter are constituted primarily around race club-based resorts rather than states/territories as is currently the case with Alpine. SSA was unable to provide a copy of the Cross Country By-Law but it is understood that this discipline committee is constituted primarily around recreational clubs and participants rather than race club-based resorts. Refer email CEO of SSA to ASC dated 2/10/05.
The alpine and cross country discipline committees are comprised predominantly of persons with state/territory affiliations while the composition of the freestyle and snowboard discipline committees have more of a race club focus. It has been suggested that no small part of the high performance success in freestyle and snowboard can be attributed, at least in part, to their race club orientation.
9 FACTORS CONTRIBUTING TO NEED FOR REVIEW

A number of factors have contributed to the need for the review. These include:

- Earlier constitutional reform attempts that failed to yield results acceptable to all stakeholders;

- Strained relationships between SSA and VSA primarily concerning SSA's non-recognition of VSA as the state affiliate and SSA's recognition of SSV for this purpose;

- Strong criticism of SSA's governance in the lead-up to, and at, the 2005 AGM, especially regarding disputed director nominations.
10 RESULTS OF STAKEHOLDER CONSULTATION

Notwithstanding the range of views expressed in the survey responses, the submissions and the interviews, it is possible to identify some dominant themes. At the same time, it has to be acknowledged that, because of the counter-veiling positions taken by some protagonists, the results of the consultation are “on balance” findings.

There is considerable concern over what is a very significant misalignment between “form and function”. Misalignment has evolved over time between, on the one hand, snowsport priorities as adopted by SSA in response to ASC funding priorities and, on the other hand, the present governance arrangements which provide for independent state/territory associations to have a major influence on policy through membership voting entitlements despite the latter having significantly different priorities as a consequence of aligning them with the priorities of state governments which are one of their main sources of funding.

Many respondents are therefore looking for comprehensive reform of SSA’s governance arrangements to eliminate perceived national/state rivalries. The vehicle to achieve this, in the opinions of those respondents, is to have a stronger national body with more authority over what happens at the state/territory levels.

At the same time, the reformed national body would be expected to consult and communicate more effectively with all stakeholders especially regarding resource allocation and the development of programs and pathways. These should better reflect the needs of competitive skiers moving through the junior, sub-elite and elite levels across all disciplines without concentrating excessively on the needs of elite competitors in primarily two disciplines where medal prospects were brightest.

The substantial results in elite competition have been achieved despite an atmosphere of distrust and disharmony and vocal criticism directed towards the SSA Board. The obvious question that must be asked is how much better might those results have been and how much better might they be in the future if the infighting of the past few years was no longer evident.

The consultation findings suggest that the underlying reasons for this infighting are primarily structural-governance at their heart although the symptoms have manifested as widely differing priorities arising from conflicting personalities who are perceived to hold divergent agendas.

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7 "Form follows function" is a well-accepted organisational principle which contends that, for efficiency and effectiveness purposes, organisational/governance arrangements ought to be derived from the organisation's function.
11 FINDINGS AND RECOMMENDATIONS

Referencing conclusions from the earlier headings of the report and the reviewer's governance expertise, these findings and recommendations address the terms of reference and apply the governance best practice principles to make specific recommendations on:

- Legal and constitutional matters
- Organisational structure and alignments at national and sub-national levels
- Communications and interactions with key stakeholders
- Remaining governance issues and practices

Legal and Constitutional Matters

Purpose

SSA's Objects include responsibility for recreational skiing and environmentally sustainable development of alpine ski areas, in addition to junior development, competition and racing and elite development. These Objects were appropriate at the time they were adopted by SSA's predecessor, SAL.

Times have changed. Resorts, recreational clubs and to some extent, state and territory associations, now occupy the recreational "space". Resorts are best positioned to advocate on, and bear responsibility for, matters concerning environmentally sustainable development.

SSA's resources are inadequate to support both recreational and competitive snowsports. In fact, SSA has found difficulty in resourcing all levels of the athlete pathway, alone. Its current focus on competition at the elite and sub-elite levels is prompted by its ASC funding and SIS/SAS partner arrangements which are directed at competition at this level. Talent identification and junior development require an increased focus.

Although FIS's charter embraces recreational snowsports, knowledgeable observers are of the opinion that FIS would not object to an affiliated, national organisation whose responsibility did not extend to recreational snowsports.

SSA's Objects should reflect its current reality and aspired future: a viable, competitive sport at all levels of the athlete pathway both in, and for, Australia.

GBPP8 requires clarity of purpose.
Recommendation (R) 1 – The Objects of SSA be amended to reflect a role only in competitive snowsports from entry level through all stages in the athlete pathway.

R2 – SSA seek the imprimatur of FIS in relation to the proposed change to its Objects detailed in R1.

Governance Model

Snowsports existing governance arrangements are dysfunctional and do not support the role of SSA in competitive snowsports for the following reasons:

- Snowsports are over-governed, relative to their size, with six separate entities involved: ACTSA; NSWSA; SASKi; SSA; SSDF; VSA.
- Entrenching state-based entities in the membership of SSA belies the realities of snowsports which divide more naturally on discipline or resort and club lines.
- Voting control at membership level lies in the hands of individuals and associations predominantly concerned with recreational pursuits.
- Recognition of state and territory associations in the membership and weighted voting structure of SSA has entrenched interstate rivalries particularly between NSW and Victoria.
- An SSA board which includes directors nominated and elected by rivals has elevated rivalry to board level with attendant governance dysfunction.
- SIS/SAS, resorts and racing clubs have evolved roles previously played by state and territory associations rendering the latter less relevant to snowsports in general and, effectively, irrelevant to competitive snowsports beyond the entry and school level.
- SSA’s important relationships in delivering competitive outcomes are not with state and territory associations but with athletes, race clubs, resort operators, discipline committees and program partners.
- SSA’s membership recruitment would be supported by its ability to recruit members directly rather than through state and territory associations.
- Existing SSA, VSA tensions are long-standing, with no sign of abatement, and deflect SSA’s attention from running snowsports for competitive outcomes.
- Current SSA membership voting entitlements, coupled with existing tensions, have, on occasion, allowed ACTSA to exercise the balance of power with only a small percentage of SSA members.
- The financial contribution of state and territory departments and associations to competitive snowsports are marginal.
The governance models proposed for SSA by various stakeholders are outlined in Appendices 12 to 14.

Governance models for snowsports in New Zealand and Canada were also considered: a national entity for each discipline. This model was rejected as too complex, costly and "top-heavy" for the size of snowsports in Australia.

The proposed models are positioned on the Structural Governance Continuum (Appendix 15). The continuum recognises that governance structures change, over time, to meet the current needs of an organisation in much the same way as management and operational structures evolve. Progress towards a mature, centralised model in national not-for-profit organisations inevitably occurs, though not without pain, with the advent of professional management and as the need for consistent strategy and policy implementation at state or local level gains momentum.

To overcome the debilitating factors described previously, a federation-style governance structure, with an increased role for states (Appendix 12), is not favoured. Further, the continued existence of state and territory associations as critical players in SSA’s structure (Appendix 13) does not meet the requirement of "form follows function" while any National Snowsports Council, acting in an advisory position to the SSA Board (Appendix 14), would simply add another layer of governance.

It is difficult to see how reform of SSA's governance at the margin would be able to resolve the fundamental misalignment brought about through having the NSO funded, primarily by the Commonwealth according to one set of criteria, to achieve a particular purpose, and independent associations funded primarily by the states and territories, according to a different set out criteria, to achieve a separate purpose.

If it is accepted that SSA should focus on competitive snowsports at all levels and on achieving success at the elite level in international benchmark events in accordance with ASC funding priorities, then application of the "form follows function" principle suggests that, in geographically-concentrated small sports such as snowsports, a unitary governance structure would be the most appropriate.
State and territory associations could continue to play a role in recreational snowsports and, like Cycling, form a national organisation for recreational pursuits which would co-exist alongside the SSA with its athlete development and elite performance emphasis. In this event, state and territory associations could take up "entity" membership of SSA but would be restricted to only one vote per association (see later recommendations).

Alternatively, the associations could transfer assets to SSA and disband. Previous association members could become involved in volunteer activities in SSA's branches (see later recommendations).

**R3 - The unitary governance model detailed in Appendix 16 be adopted by SSA.**

**Membership of SSA**

Findings on SSA membership deficiencies have been addressed in the previous sub-heading.

Based on the dual logic of democratic principle and financial imperative, SSA membership should be open to anyone but only on the basis of an equality of voting power (GBPP 3).

**R4 - Membership of SSA comprise:**

- Any interested person, with "person" defined to include incorporated entities which appoint a representative
- As exists, life members appointed by the AGM on recommendation of the Board
- As exists, honorary members appointed by the Board
- If still desired, Patron, appointed by the AGM on recommendation of the Board

Membership fees are an operational and budgeting issue and should not require AGM approval as is the case under existing Articles.

**R5 - Membership fees be determined by the Board not the AGM.**

The existing Articles of SSA are silent on the issue of member voting age and this oversight has been utilised by some to muster children's proxies to carry or defeat motions at general meetings furthering factional interests and tensions.

To obviate these tensions and to address GBPP5, it is appropriate to entrench a voting age in the Constitution based on FIS policy on the competing age for athletes.
R6 – One vote per member (including entity representatives) be exercised by members who are 15 years and over with the exception of any Patron or honorary member who hold no vote.

The membership register should be unimpeachable (GBPP4) yet factional interests have prevented this from being so. SSA must establish a reliable membership register.

R7 – The member register clearly record the date on which someone became, or ceased to be, a member under a system of annual membership fees.

The recommended member voting entitlement of one vote only per member is designed to reduce the likelihood of “block” voting. Nonetheless, the currently alleged practice of assigning the right of proxy on the application for membership form has supported block voting and a more democratic practice would result if proxies can only be triggered in conjunction with the notice of motion for a general meeting.

R8 – Proxy voting be retained but only in conjunction with the notice of motion for a general meeting.

Under Clause 16 of SSA’s Articles, the AGM has, effectively, the power to govern the company by amending or repealing any by-law made by the Board. This is untenable. The Board is elected or appointed to govern the company on behalf of the members. If the Board’s role is to be so fettered by possible action of a general meeting one could argue there is no point in having a Board.

R9 – By-laws made by the Board not be subject to amendment or repeal by the company in general meeting.

Athletes Commission

Under existing SSA Articles, one board position is dedicated to an athlete elected by registered racers from the four disciplines.

This ensures that athletes, those with current competition experience, have a direct voice on the Board which parallels practices in the commercial sector where “industry experience” is seen as critical in the governance of companies.
Yet, SSA has no Athletes Commission, a governance structure favoured by the AOC in NSOs.

Appendix 16 outlines the existence of an Athletes Commission in the governance structure of SSA.

*R10 – An Athletes Commission be established with a current and past athlete composition and Charter which accords with AOC protocols.*

*The Board*

Under existing SSA Articles, a skills-based board is not guaranteed. Directors are either nominated by factional interests or elected by the membership at large resulting in a board composition which, capriciously, may, or may not, possess the balance of skills necessary for the effective governance of snowsports.

Stakeholders overwhelmingly favour a skills-based board yet some see this occurring, unrealistically, through the election or nomination process while others would prefer some appointed or co-opted directors to ensure the appropriate range of skills, a practice now common in the not-for-profit sector.

Importantly, it was a skills-based board which led SSA’s financial recovery post 1997. In doing so, the board did overlook adequate communication with stakeholders and some of its compliance responsibilities under its Articles and the Corporations Act. This oversight was most likely caused by the efforts directed at regaining financial viability and by the development of a “siege” mentality in the face of internecine rivalry.

If the disharmony in SSA continues, the company’s ability to attract skilled directors, and the board’s ability to direct its efforts to furthering the strategic interests of the snowsports, will suffer.
The skills required on the board of SSA include, for example:

1. "Industry" expertise: athlete needs and elite level snowsports, pathways and programs knowledge.
2. Business and finance expertise.
3. Strategic marketing, fundraising and sponsorship experience.

Ensuring the attainment of 1 by providing for the four disciplines to be represented on the board would defeat a whole-of-sport perspective and substitute existing state and national tensions with inter-disciplinary tensions.

To attain the objective of a skills-based board (GBPP 37) and to support the democratic process in SSA as a member-based organisation, a balance of elected, nominated and appointed directors is warranted.

To accord with AOC protocol the Chair of the Athlete’s Commission should hold a nominated board position.

The average board size in Australia has reduced from around 14 directors to 8 in recent years in recognition of the fact that larger boards find it more difficult to function at a strategic level and engage in robust decision-making. Five to seven directors are regarded as optimum (GBPP 36).

**R11 – The Board be comprised of 7 directors:**

- 3 elected from the membership
- The Chair, Athletes’ Commission
- 3 co-opted directors, appointed by the Board, to fill specific skill gaps.

Such a board composition will support attainment of GBPP 43.

The existing process for nominating directors from NSW and Victoria and the dispute between the VSA and SSA / SSV as to the Victorian nominee to the SSA board may lead, or may have led, to some directors favouring the bodies which nominated them, over SSA, in contravention of the law which requires directors to act in the best interests of SSA (GBPP 15).

To prevent divided loyalties, director involvement in any other official position in snowsports should be "outlawed" in SSA’s Constitution. The Chair of the Athletes Commission should constitute the only exception.
R12 – With the exception of the Chair, Athletes Commission, elected and co-opted/appointed directors not hold any other official position in snowsports.

Although it is increasingly common governance practice to restrict the number of terms served by directors and the Chairman / President, to ensure periodic renewal (GBPP 38), sourcing experienced directors in the not-for-profit sector can be challenging. For this reason, a maximum number of terms for directors is not recommended. However, for leadership renewal, a maximum period as Chairman / President should be set at six years rather than the four years provided for in SSA’s Articles. Six years is sufficient time to steer a strategic direction; four years is not.

Three year, rather than two year, terms for elected and co-opted directors allow time for strategic contribution and, in the case of elected directors and co-opted/appointed directors, would result in one elected and one co-opted director retiring each year.

R13 – Elected and co-opted/appointed directors serve three year terms (with transitional arrangements in place) with one elected and one co-opted/appointed director retiring each year and being eligible for re-election or re-appointment.

Annual validation of the position of Chairman / President is the means by which a board signals its continued or discontinued support of the leadership role of the Chairman: “the first among equals”.

R14 – The Chairman / President be elected by, and from, the Board annually at the first board meeting following the AGM and serve a maximum of six years.

National Discipline Committees

“Snowsports” is a collective term embracing the four distinct disciplines: Alpine; Cross-Country; Freestyle; and Snowboard.

The discrete nature of the disciplines warrants constitutional protection and SSA’s existing Articles provide for the establishment of Discipline Management Committees regulated by by-laws, in addition to the board’s general power to create any other committees (GBPP 40).

For maximum flexibility in the control of its national discipline committees, the board should have the power to regulate these committees by board policy rather than more formal by-laws (GBPP39).
These National Discipline Committees are included in the recommended governance model outlined in Appendix 16.

**R15 – The Constitution of SSA continue to recognise National Discipline Committees for the four disciplines but provide flexibility to the board in the way it regulates their composition and charter.**

**Other Constitutional Issues**

SSA's Memorandum and Articles are not consistent with current governance standards. They include too much operational detail (for example: Article 3. Headquarters, 13. Executive Officers).

To accord with GBPP 2, any new Constitution based on this report should be minimalist, only entrenching that which is critical and thereby providing flexibility to the Board in the way it governs the company through by-law or board policy.

**R16 – Any new SSA Constitution, based upon this report, be minimalist and only entrench critical matters so as to allow the Board flexibility in its governance of SSA. (Note R1 and R3 to R15 must be entrenched in any Constitution).**

GBPP 1 encourages a “plain English” Constitution.

**R17 – Any new SSA Constitution be written in “plain English”.**

**Organisational Structure and Alignments at National and Sub-National Levels**

**Disciplines and National Discipline Committees' Composition and Charter**

Tensions exist between disciplines primarily as a result of the way in which SSA and its partner organisations fund discipline activities and programs. Funding is allocated in favour of disciplines with the greatest opportunity for elite level success (Freestyle and Snowboard).

With its funding tied to elite level success, SSA has difficulty in adequately supporting Alpine and Cross-Country and sub-elite levels of competition in all disciplines, most particularly, talent identification and programs and pathways in junior development (GBPP 12). This is not to deny the substantial support SSA has generated through partnerships with SIS/SAS.
SSA, itself, acknowledges a need to improve its performance at the sub-elite levels of the athlete pathway. To do so will require additional revenues. It is hoped that with the new, recommended structure in place, the obviation of old, entrenched tensions between SSA and state and territory associations and a focus on strategic direction, SSA will be better placed to attract additional sub-elite funding from ASC and sponsorships from corporates, the "industry" and resorts.

Under the existing SSA structure, state and territory discipline committees feed into Alpine and Cross Country national discipline committees. In the recommended structure it is appropriate that membership of all national discipline committees flows from individuals involved in the respective disciplines.

The by-laws which establish and define the operations of existing national discipline committees (with the exception of the National Snowboard Committee) are old. There are inconsistencies between disciplines which should be rectified.

If R15 is adopted, board policy will define the composition and charters (terms of reference) of national discipline committees. The charters should clearly define the role of these committees (GBPP 39) which should be, broadly, to:

- Recommend strategy and policy to the Board in respect of each discipline
- Recommend rules for the regulation of the discipline to the Board
- Manage any operational functions (for example, programs) delegated by the Board. (Ideally program planning and staging, over time, would be transferred to SSA staff (see R21)).

**R18 – By board policy, the four national discipline committees have:**

- A composition made up of individuals involved in the respective disciplines
- Charters (terms of reference) broadly defining the role of the committees as:
  - to recommend strategy and policy to the Board
  - to recommend rules for the regulation of the discipline to the Board
  - to manage any operational functions delegated by the Board.

The strategic planning process, with stakeholder input (R29), should be used as the mechanism by which base funding for each discipline is debated and, hopefully, agreed (GBPP12 and 39).
**R19 – The formula for calculating discipline base funding be debated and agreed as part of the strategic planning process outlined in R29.**

*Interschools and National Interschools Committee*

*Interschools:*

- is notionally recognised as the entry level in the athlete pathway
- parallels, to some extent, competitive opportunities for junior members offered by race clubs
- is successful, but with disparate operations organised on a state-by-state basis
- in Victoria, contributes to snowsports dysfunction through its (SSDF) board composition which includes SSA and VSA representatives and which has seen disputation concerning SSA’s right to exercise constitutional control and the discontinuation of a $16,000 per annum licence fee from SSDF to SSA
- in NSW, operates successfully relying solely on dedicated volunteers within NSWSA (unlike SSDF which employs 2.5 staff members), and delivers a surplus which cross-subsidises discipline programs
- in SASKI, relies solely on the efforts of volunteers
- is rumoured soon to involve Queensland and Western Australia
- being state-based, lacks co-ordination in a national role of talent identification

Despite the success of state-based interschools, there is no effective formal mechanism for national co-ordination of the development and implementation of a strategy to use interschools for talent identification and program planning at the commencement of the athlete pathway. Only a National Interschools Committee of SSA can achieve this.

**R20 – The Board of SSA establish a National Interschools Committee (NIC) comprised of representatives from states or territories or clubs involved in interschools competitions. The Charter (terms of reference) for the NIC be to recommend to the Board:**

- **Strategy and Policy for talent identification and program planning in interschools competition**
- **Rules applicable to interschools**
- **Other matters delegated by the Board to the Committee**

The NIC meet, as the Board determine, but, initially, twice a year to coincide with SSA’s AGM or Awards event and six months thereafter.
The reviewer is of the opinion that the SSDF should move, as engagement and trust is developed, to amalgamation with SSA for the benefit of entry level to snowsports in Australia.

*Operational Branches and Staffing*

SSA is Melbourne-centric which offends those involved in snowsports from other geographic locations, particularly NSW and the ACT. Consideration was given to relocating SSA to Canberra as “neutral” territory, but rejected as costly and an impediment to the sport’s ability to readily access corporate sponsors.

Assuming the constitutional recommendations in this report are accepted by the membership, state and territory associations will no-longer be central to the governance structure of SSA. So, ‘who’ or ‘what’ will step into the breach?

In part, the present role of state and territory associations may be assumed by racing clubs. Yet, co-ordination of SSA’s activities in different geographical locations will require some structure and staffing. (GBPP 24).

Under the logic of “our states are our mountains”, the fact that NSWSA and ACTSA cooperate, already, in a range of snowsport activities, and the historical intention that state and territory associations become divisions of SSA when SAL (SSA’s predecessor) was formed, it is appropriate to create a Northern (NSW and ACT) and a Southern (Vic, SA and Tas) Branch of SSA for coordination of operations in these locations.

If the branch model is to work, it will be critical to staff both branches with, at least, one full-time employee of SSA under a position description developed by the CEO and including responsibility, within national policy, for membership, marketing, liaising with state and territory departments, operation of events and programs and coordination of volunteer involvement (GBPP 41 and 42).

To ease tensions between Victoria and New South Wales / ACT the Northern Branch staff member should reside in the most suitable location in NSW or ACT and should be given additional responsibility to liaise with NSWIS and oversee the interschools competition.

If SSA agrees to fund one of these staff positions, the ASC is encouraged to fund the other for a period of time, say, three years, to enable SSA to grow revenue and become self-reliant in the funding of the two positions. Should the ASC not fund one of these positions, SSA move, as soon as financially able, to do so itself.
R21 – Two branches of SSA be established: the Northern Branch (NSW and ACT) and the Southern Branch (Vic, SA, Tas), each staffed by one full-time employee responsible for operations in the branch including membership, marketing, liaising with state and territory departments and institutes of sport, operation of events and programs and coordination of volunteer involvement.

R22 – SSA fund one of these staff positions and the ASC fund the other for a period of time, say, 3 years.

R23 – The Northern Branch staff member reside in the most suitable location in NSW or ACT.

State and territory departments will only fund branches if they can demonstrate respective state and territory outcomes which align with government priorities. It will, therefore, be politic for SSA to seek, in principle, support from the departments if its branches wish to access state or territory funding for competitive pursuits. (Given the modest level of state funding SSA may choose not to seek such funding). This will require the establishment of separate branch and program cost centre accounts. SSV, the only current division of SSA, does not operate with its own cost centre accounts.

R24 – SSA seek, in principle, support from state and territory departments for the branch model.

R25 – The CEO of SSA establish separate cost centre accounts for both branches in a format which satisfies internal monitoring and possible state and territory government funding for snowsports.

Operations Groups

Branch staff members are likely to require support from volunteers yet existing volunteer involvement at state and territory level has sought independence from, rather than alignment with, SSA priorities.

Any volunteer involvement should be under the control of SSA through its branch staff member. Only then can consistency of national strategy and policy implementation be assured.

Branch staff members should be supported by operations' groups comprised of volunteers who are keen to be involved in the planning and delivery of programs or events (for example, NSW interschools). So as not to reproduce existing tensions, these operations groups should only be convened by decision of SSA, should have clear terms of reference and should be under the control of the branch staff member (GBPP 41 and 42).
R26 – At branch level, SSA, at its discretion, establish operations groups, with clear terms of reference, for volunteer involvement in assisting branch staff. The operations groups report to, and be under the control of, branch staff.

Communications and Interactions With Key Stakeholders

Partners

SSA has done an excellent job in partnering with external bodies such as the AIS, OWIA, NSWIS and VIS to achieve elite outcomes and has good relations with FIS. The relationship between SSA and these bodies should continue in the same vein. No recommendation for change is required.

The Board and Key Stakeholders

SSA’s ENEWS is an effective member communication mechanism.

Appendix 16 depicts some of SSA’s key stakeholder groups: the four national discipline committees, the NIC and the Athletes’ Commission.

The resorts, with their race clubs, are also key stakeholders and are collectively represented by the ASAA. SSA’s relations with these stakeholders must be effective.

ASC’s Project Connect assistance to create athlete pathways for people with disabilities and to break down barriers between able and disabled athlete sport structures has been, to date, inaccessible to DWA. ASC has indicated that access is conditional on a merger with SSA. While DWA’s charter includes recreation, discussions with SSA should be resumed with a view to increased cooperation and possible merger. A solution may be that SSA assumes responsibility, in time, for disabled athletes leaving DWA, under a revised guise, retaining the recreational role.

R27 – SSA resume discussions with DWA with a view to increased cooperation and possible merger whereby SSA assumes responsibility for disabled athletes, in time.

A successful outcome from these discussions may take some time. In the meantime, DWA should be regarded as a stakeholder of SSA and should be encouraged to take up entity membership of SSA under a new constitution.
The SSA Board should take account of the views of these stakeholder groups through a formal, ongoing, consultative process (GBPP's 6 and 7).

Good governance practice now sees boards meeting, periodically, face-to-face with major stakeholder groups (for example, the AOC Board meets with its Athletes Commission).

Although the ASC is an important SSA stakeholder its involvement with SSA is continuous and no formal consultative process is warranted.

*R28 – The Board of SSA meet, annually, over two to three hours prior to scheduled board meetings, with each of its eight major stakeholder groups (National Alpine Committee; National Cross-Country Committee; National Freestyle Committee; National Snowboard Committee; National Interschools Committee; Athletes Commission; Australian Ski Areas Association; Disabled Wintersport Association) to discuss topics of mutual interest or concern.*

**Strategic Plan**

GBPP's 20 and 21 charge the Board with the responsibility to establish a clear strategic direction and plan, with measures of achievement.

SSA has a strategic plan but there are conflicting views as to whether:

- the process of planning involved adequate stakeholder input
- the Board and CEO's actions are consistent with the plan
- SSA is resourced to implement the plan and
- SSA reports to stakeholders on its performance under the plan.

The strategic planning process provides an opportunity to involve key stakeholder input to enhance relationships.

*R29 – If the recommendations are accepted, when the new structure is in place, the Board and CEO hold a strategic planning forum involving the major stakeholder groups (R28) and partner and ASC representatives for input to the development of a reworked, five year strategic plan, with agreed measures (key performance indicators), for SSA.*

**Stakeholder Survey**

A stakeholder survey, similar to the one conducted as part of this review, allows strategic stakeholder input to SSA and its board.
Conducting a similar stakeholder survey, some years after the recommended structure for SSA is in place, would provide a measure of the efficacy of the new structure and the improvement in SSA's performance against the baseline benchmark survey results obtained as part of this review.

**R30 – If the recommendations are accepted, three years after SSA’s new structure is in place, SSA conduct a stakeholder survey, based on the survey statements used in the review survey, to test attitudes to the new structure and measure improvements in SSA’s performance against the established baseline benchmarks. At the very least, SSA include statements 6, 7, 21, 22, 23, 25, 28, 30, 31, 33, 34, 38 in the subsequent survey instrument.**

**Remaining Governance Issues and Practices**

**Board Meetings**

The Board of SSA holds five scheduled, board meetings per annum. Meetings are in Melbourne. To encourage the Board to take a strategic yet cost-effective approach, with the dual objectives of stakeholder engagement and divisional equity, the Board should hold meetings in locations where forums with key stakeholders can be arranged. At the very least, meetings should be held in Sydney, Melbourne and Canberra.

**R31 – The Board hold a minimum of five face-to-face meetings per annum which include the annual sessions with each of the eight stakeholder groups (R28).**

**R32 – The Board hold meetings in various locations.**

**Board Agenda and Papers**

A perusal of indicative Board agendas and papers highlighted the fact that the Board's agenda is mainly comprised of reports "for information" and papers are often tabled at board meetings. The Board should structure its agenda and papers to encourage a strategic approach to governance (GBPP 19).

**R33 – The Board structure its agenda and board papers to achieve a balance between compliance (past and present) and performance (future-orientation).**
By-Laws

The recommended Constitution will provide for by-laws approved by the Board for the regulation of snowsports. By-laws should be restricted to those matters truly necessary for the regulation of the sport (Rules) leaving other, policy decisions of the Board to take the form of board policy which can easily be accessed and altered by the Board if circumstances change (GBPP’s 13, 14, 25, 26, 27).

R34 – The Board use by-laws for the adoption of Rules to regulate snowsports in Australia.

R35 – The Board adopt board policies to govern the operations of SSA and centralise these policies for ease of access and amendment.

Director Induction

Directors are able to contribute to a board if they understand the role of the Board and their duties as directors. Most boards now provide an induction for new directors which is both internal and external (GBPP 44). The external component is usually met by encouraging and funding new directors’ attendance at short courses offered by the Australian Institute of Company Directors (AICD) covering governance in not-for-profits. The internal component usually comprises an organisation-specific induction package and process.

R36 – The Board adopt a board policy encouraging and funding new directors to attend an AICD course on governance in not-for-profits and implementing an SSA-specific induction package and process.

Gender and Age Diversity in Directors

The issue of diversity in skills has already been addressed in this report. Governance practices in Australia encourage diversity, not just in skills, but also in gender and age (GBPP 37).

R37 – The Board develop a policy on gender and age diversity in its directors and use its co-opted / appointed directors to strike an appropriate diversity balance.
**Remaining Board Policies**

SSA’s board has been in “survival mode”.

Assuming the recommendations of this report are accepted, in the first two, or three, years of the new SSA structure, the Board should put in place policies to comply with the remaining Governance Best Practice Principles. These policies should be centralised for ease of access (GBPP 27).

*R38 – Under a new constitutional structure for SSA, the Board develop and implement policies to comply with GBPP’s 16-18; 22 and 23, 28-35; and 45-54.*

Kate Costello
APPENDIX 1
## GOVERNANCE BEST PRACTICE PRINCIPLES FOR SSA

### A  Constitution

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<table>
<thead>
<tr>
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<tbody>
<tr>
<td>1</td>
<td>The Constitution is unambiguous and easy to read and understand</td>
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<tr>
<td>2</td>
<td>The Constitution only entrenches that which is critical leaving other regulation to the Board in the form of by-laws or Board policies</td>
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### B  Accountability

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<tbody>
<tr>
<td>3</td>
<td>Membership categories enfranchise all interested parties</td>
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<tr>
<td>4</td>
<td>The Membership Register is clear and unequivocal</td>
</tr>
<tr>
<td>5</td>
<td>Membership voting rights are clearly defined</td>
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<tr>
<td>6</td>
<td>Mechanisms to &quot;listen&quot; to the membership are adequate</td>
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<tr>
<td>7</td>
<td>Mechanisms to communicate with the membership are adequate</td>
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<tr>
<td>8</td>
<td>Constitutional objects clearly articulate the mandate of SSA</td>
</tr>
<tr>
<td>9</td>
<td>The relationship with the primary funder (ASC) is effective</td>
</tr>
<tr>
<td>10</td>
<td>Relationships with other stakeholders (AOC; OWI; FIS) are effective</td>
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<tr>
<td>11</td>
<td>SSA’s reputation with other, non-member stakeholders (eg coaches, suppliers) is positive</td>
</tr>
<tr>
<td>12</td>
<td>The standard of programs and services delivered is acceptable</td>
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<tr>
<td>13</td>
<td>Policies are in place for legal compliance</td>
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<tr>
<td>14</td>
<td>Members are required to comply with rules and by-laws in place to regulate the sport</td>
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<tr>
<td>15</td>
<td>Directors understand and abide by their duty to SSA over their nominator (eg state body)</td>
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<tr>
<td>16</td>
<td>A Code of Conduct exists for directors which includes conflict of interest principles</td>
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<tr>
<td>17</td>
<td>A Deed of Access and Indemnity is entered into by all directors</td>
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<tr>
<td>18</td>
<td>Directors are covered by a Directors’ and Officers' Liability Insurance Policy</td>
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<td></td>
<td>Strategy</td>
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<tr>
<td>19</td>
<td>The Board dedicates sufficient time to strategic issues</td>
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<tr>
<td>20</td>
<td>A clear, national, strategic direction and plan exists for the sport in Australia</td>
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<tr>
<td>21</td>
<td>Measures exist (financial and non-financial) to determine whether the sport (organisation) is achieving its strategic goals</td>
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<tr>
<td>22</td>
<td>Annual plans exist which align with the strategic plan / goals</td>
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<tr>
<td>23</td>
<td>Budgets exist which align with strategic and annual plans</td>
</tr>
<tr>
<td>24</td>
<td>State structures deliver national, strategic directions and objectives in participating states</td>
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<thead>
<tr>
<th></th>
<th>Policy</th>
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<tr>
<td>25</td>
<td>Board policies exist which cover all aspects of Board responsibility including risk</td>
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<tr>
<td>26</td>
<td>Board policies clearly delineate the role of the Board from the role of management (operational policies)</td>
</tr>
<tr>
<td>27</td>
<td>Board policies are easy to access</td>
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<tr>
<td>28</td>
<td>Operational policies are easy to access</td>
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<thead>
<tr>
<th></th>
<th>Monitoring and Supervision</th>
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<tbody>
<tr>
<td>29</td>
<td>The Board monitors performance against strategic key performance indicators</td>
</tr>
<tr>
<td>30</td>
<td>The Board monitors performance against annual key performance indicators</td>
</tr>
<tr>
<td>31</td>
<td>The Board ensures that effective auditing processes are in place (external and internal)</td>
</tr>
<tr>
<td>32</td>
<td>The Board monitors performance against compliance with Board policies</td>
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<th>CEO</th>
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<tbody>
<tr>
<td>33</td>
<td>The Board has negotiated an employment contract with the CEO</td>
</tr>
<tr>
<td>34</td>
<td>The Board monitors the performance of the CEO against annual and longer-term measures</td>
</tr>
<tr>
<td>35</td>
<td>The Board considers succession planning on an annual basis</td>
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### G  Structure

36 The Board is the right size for effective decision-making

37 The Board has an election/appointment process that guarantees a balance of diversity in skills / gender etc

38 Terms for directors ensure periodic renewal / replenishment

39 Discipline Committees are effective

40 Appropriate committees of the Board exist to fulfil organisational accountabilities and strategic imperatives

41 The roles and responsibilities of all in the national structure are clearly defined

### H  Teamwork

42 Harmonious and effective working relationships exist between the national and state structures

43 Director relationships are effective

### I  Training and Development

44 An effective induction for new directors is in place

45 Ongoing development opportunities exist for directors

46 The Board evaluates its own performance on a regular basis (usually, annually)

47 Individual director evaluations occur on a regular basis (usually, annually)

### J  Board Processes

48 The Board has an annual calendar

49 All directors contribute to the agenda for Board meetings

50 Decision-making at Board meetings is by consensus i.e. collaborative rather than formal

51 The form, style and quantity of Board papers are agreed by the Board

52 Minutes of Board meetings adequately record deliberations and decisions without a “he said / she said” approach

53 A protocol exists for director / staff discussions

54 A protocol exists for “who speaks for” the organisation: the President or the Executive Director