

Life Saving Victoria

Governance Structure Review

List of Recommendations

15 December 2023

List of Recommendations

The Context

In light of the changing landscape in which Life Saving Victoria Limited (**LSV**) operates, LSV's Board has determined that it is timely to conduct a broad, holistic review of its structure and governance arrangements to align better with LSV's current and future aspirations, operations, obligations and needs (**the Review**).

LSV has appointed Sports Integrity & Governance Partners (**SIGPA**) to undertake this Review. The purpose of the Review was to make recommendations to improve the structure and governance of LSV.

For the reader, the full report should be read to provide the necessary context and evidence to support the recommendations emanating from the Review.

Report Guide

Below is a guide to navigating the report outlining the findings and recommendations of the Review.

#	Section	Summary of Content	Page
N/A	Executive Summary	An executive summary of all report content (except for the Attachments). Includes tables linking the Review's recommendations to the identified findings and opportunities	1
1	Introduction	Sets the scene for the report, providing the necessary background and context for the Review	17
2	Scope, Approach and Limitations	Outlines the tasks undertaken in performing the Review and the important limitations of which the reader should be aware	20
3	Life Saving Victoria Structure and Governance	A depiction, and observations, of LSV's structure and governance, including the Board and Councils. It also includes a summary of the key roles and responsibilities within the structure of LSV	24
4	Comparator Organisations	A depiction, and observations, of the structure and governance of comparator organisations, being a combination of lifesaving organisations (both at state and national level) and other organisations considered relevant	40
5	Good Governance Standards Framework	The basis of the framework utilised to assess the structure and governance of LSV, and the key findings from that assessment (referred to as the Gap Analysis)	56
6	Engagement Findings and Opportunities	A summary of the engagement approach for the Review, along with key themes emanating from that engagement	62
7	Principles for the Way Forward	The Vision for Change and guidelines established for the Review to articulate the overarching aspiration for the outcomes of the Review, and to inform and frame the recommendations	76
8	Recommendations	The recommendations emanating from the Review, addressing the Gap Analysis (section 5) and Engagement Findings and	79

#	Section	Summary of Content	Page
		Opportunities (section 6)	
9	Implementation Considerations	A summary of the implementation risks, and considerations for communication and timelines	114
A1	Attachment 1 – Project Methodology	A graphical depiction of the Review’s methodology	119
A2	Attachment 2 – List of Documents Reviewed	The documents reviewed by SIGPA in delivering the Review	120
A3	Attachment 3 – Consultations Undertaken for the Review	A summary of the consultations and engagement undertaken by SIGPA in delivering the Review	125
A4	Attachment 4 – RASCI Model	A RASCI (Responsible, Accountable, Supporting, Consulted, Informed) framework is a tool that depicts the allocation of responsibilities and accountabilities for delivering an organisation’s functions and activities. The attachment includes a RASCI for the existing LSV, and one that depicts the potential RASCI if all recommendations are adopted and passed	126
A5	Attachment 5 – Good Governance Standards Framework	The detailed assessment of the framework utilised to assess the structure and governance of LSV (supporting the summary findings outlined in section 5)	143
A6	Attachment 6 – 2023 Club Membership Data	Club membership data (supporting a recommendation made in section 8 regarding the future voting membership model for LSV)	183

Summary of Recommendations

SIGPA made 15 recommendations to address the key issues, key findings and opportunities surfaced by the Review. Those recommendations considered as critical are designated as so.

#	Recommendation
The Governance Structure of LSV	
1	<p>A New Governance Model for LSV (CRITICAL)</p> <p>A rationalised and simplified governance model for LSV through which the LSV Board has ultimate governance responsibility for all LSV strategy, programs and activity. The subject matter expertise of the Councils is acknowledged, and they will be retained but become advisory bodies (‘Advisory Councils’). They will not have authority to bind LSV, and the volunteer roles they provide will form part of the accountability of the LSV Executive Management Team (via the LSV CEO). Clubs will continue to participate in Council meetings and will have a direct ability to vote on matters in General Meetings, including constitutional change and Director elections (replacing the Council representatives as voting members of LSV).</p>
2	<p>Amending Roles and Responsibilities (CRITICAL)</p> <p>LSV should reset and document roles and responsibilities for key bodies comprising the governance of LSV to ensure appropriate accountability across the organisation. This should encompass the LSV Board having ultimate accountability for all organisational activities, with the LSV Executive Management Team</p>

#	Recommendation
	delegated authority and accountability for execution.
3	<p>Changing the Membership of LSV (CRITICAL)</p> <p>The voting members of LSV will be LSV’s Affiliated Clubs.</p> <p>The Affiliated Clubs at the time of the General Meeting will each be given one vote to be exercised at LSV General Meetings, with an additional vote provided for Clubs with a paid membership in the preceding financial year of more than 2,000 paid members as recorded in official LSV / SLSA membership records.</p> <p>Consideration should be given to further constitutional changes arising from the Recommendations in this Report to be voted on under this new membership model.</p> <p><i>Alternative Option: Should LSV determine that any form of proportional voting is not desired, SIGPA would recommend that the alternative be one vote for each of the Affiliated Clubs at the time of the General Meeting.</i></p>
Board Composition, Skills and Operations	
4	<p>Changing the Composition of the LSV Board (CRITICAL)</p> <p>LSV should make constitutional amendments to give effect to the following changes to the LSV Board:</p> <ul style="list-style-type: none"> (a) The number of Directors on the Board will be reduced from 11 to nine (9) (b) All Directors will be independent (in the sense of not holding any other formal governance roles within the LSV governance structure or within Affiliated Clubs or Associate Members, other than roles with SLSA or RLSSA, although these Directors can be drawn from within the lifesaving movement – refer to Recommendations 7 and 8) (c) The role of portfolio Director will be transitioned to independent Director (d) Six (6) Directors will be elected by LSV’s voting membership (refer to Recommendation 3) (e) Three (3) Directors can be appointed via recommendations of the Nominations Committee
5	<p>Terms and Rotations of LSV Directors</p> <p>LSV should make the following constitutional amendments to give effect to the following changes to the terms of LSV Directors:</p> <ul style="list-style-type: none"> (a) Director terms will be for three (3) years, for a maximum of three (3) terms (Part (a) is CRITICAL) (b) The LSV President can extend to an additional term if only in the seat for one (1) term upon expiry of their third term (c) Three (3) of the nine (9) Directors will be up for election (or retirement) on an annual basis, of which two (2) shall be via election, and one (1) via appointment (Part (c) is CRITICAL) (d) The ineligibility period for an ex-Director will be three (3) years (e) A departing CEO cannot be appointed or elected to the LSV Board for a period of three (3) years
6	<p>Definition of Independence for LSV Directors (CRITICAL)</p> <p>All Directors will be required to be independent and will be subject to the standard presently applied for appointed LSV Directors:</p> <ul style="list-style-type: none"> • Candidates for directorships must declare any position held in a Life Saving Club or Associate

#	Recommendation
	<p>Member (as defined in the LSV Constitution), including as an office bearer, director or paid appointee</p> <ul style="list-style-type: none"> • Upon appointment, Directors must resign from any paid role with, or position they hold on the board or committee of management of, a Life Saving Club or Associate Member (or other related entity as determined appropriate by LSV)
7	<p>Choosing the Chair (President) of LSV (CRITICAL)</p> <p>LSV should make the following constitutional amendments to give effect to the following changes to the LSV Chair:</p> <ul style="list-style-type: none"> (a) The Chair of LSV (referred to by LSV as the President) will not be elected (directly) by the voting membership of LSV (b) The LSV Board will choose its leader for a three (3) year term (c) Any Director of LSV can be the President, and therefore the Chair of the Board
8	<p>Role of Nominations Committee (CRITICAL)</p> <p>LSV should enshrine the role of the Nominations Committee in the Constitution.</p> <p>The role of the Nominations Committee is to encompass:</p> <ul style="list-style-type: none"> (a) Ensuring the Board has the right mix of skills, diversity, and expertise (expressly including lifesaving and Aquatic Industry) (b) Succession planning, including identifying potential candidates for appointment and election (c) Assessing candidates for election, and ensuring they meet the definition of independence as outlined in the Constitution (refer to Recommendation 6), and meet the requisite skills, expertise and diversity for the LSV Board
Council Roles and Operations	
9	<p>Retention of the Councils as Advisory Councils (CRITICAL)</p> <p>Under the new LSV governance model, the following will apply to Councils:</p> <ul style="list-style-type: none"> (a) The role of the Councils should be enshrined in the Constitution, with the primary function being subject matter expertise for the LSV Board and the LSV Executive Management Team. These Councils will be known as ‘Advisory Councils’. Advisory Councils should be referred to in the Constitution in the ‘general’ form (with their functionality and focus not specifically outlined) (b) Consultation with the Advisory Councils by the LSV Board should be mandated in the Constitution (at least twice yearly with the LSV Board and otherwise as required) (c) For the purposes of simplicity and for the sharing of relevant subject matter information, the Clubs will retain a role as delegates to Advisory Councils (d) Each Advisory Council shall have a Council Committee of five (5) persons (or such other number as the LSV Board considers appropriate for that Advisory Council) elected by the Clubs other than AEIEC, which will nominate its Council Committee with those nominations being reviewed by the Nominations Committee and appointed by the LSV Board (e) Advisory Councils should meet quarterly (and otherwise as required) to allow for Clubs (and Aquatic Industry participants for AEIEC) and the LSV Executive Management Team to surface issues

#	Recommendation
	<p>and opportunities</p> <p>(f) Advisory Councils, with the approval of the LSV Board and / or Executive Management Team, can convene working groups as required by the organisation (which need not be specifically referred to in the By Laws)</p> <p>(g) The LSV Board should have the power to disband Advisory Councils and / or create new ones</p>
10	<p>Operational Roles Outside of the LSV Paid Organisational Structure (CRITICAL)</p> <p>In relation to volunteer roles outside of the LSV paid organisational structure:</p> <p>(a) LSV should review operational roles, including those presently vested in Councils in consultation with subject matter experts including representatives of Councils and other stakeholders</p> <p>(b) LSV, in consultation with others such as those listed above, should consider the relevance and requirement for all operational roles (including both paid and volunteer roles)</p> <p>(c) Regardless of the above, and primary to this Recommendation, all operational roles to be retained should have specific accountability via the LSV Executive Management Team</p> <p>(d) It is recommended that LSV consider the following parameters in determining the future of operational roles:</p> <ul style="list-style-type: none"> - That operational roles in LSV should continue to be a combination of volunteer and paid positions) - The risk of the role (for the organisation, and personally, especially for volunteer roles) - Whether the role is replicated (even partially) within the LSV operational structure - The preferences and needs of volunteers, including the difficulty in ‘filling’ a volunteer role - The method of choosing the person to undertake the role (especially volunteer roles) - The existing workload and responsibilities of LSV paid staff - The sufficiency of the overall funding and resource base of LSV to take on additional roles and responsibilities (if deemed appropriate), whether via existing or new paid staff roles - How the transition of any prior volunteer roles into paid staff roles (if deemed appropriate) should be phased into the LSV operational structure
Other Changes to Achieve Good Governance	
11	<p>Stakeholder Engagement Plan (CRITICAL)</p> <p>LSV should develop a stakeholder engagement plan to stipulate how it will engage with key stakeholders.</p>
12	<p>Independent Chair for Finance, Risk and Audit Committee (FRAC)</p> <p>LSV should appoint an independent Chair of its Finance, Risk and Audit Committee. LSV should also consider mandating the involvement of independent persons as part of other key committees such as the Governance Committee and the Nominations Committee.</p> <p><i>Alternative Option: Should LSV determine that it is not in favour of supporting a Chair of its Finance, Risk</i></p>

#	Recommendation
	<i>and Audit Committee that is independent and not a Board member, it should at the minimum maintain independent, non-Board member representation on the Committee (as is the case now).</i>
13	<p>Ensuring Board Skills, Expertise and Diversity (CRITICAL)</p> <p>The LSV Board should adopt measures to ensure that appropriate skills, expertise and diversity are maintained on the LSV Board, including by:</p> <ul style="list-style-type: none"> • Talent identification and succession planning • Development of a detailed Board skills matrix • Documenting the process for Director appointments • Introducing a documented and formal process for performance evaluation of the Chair, individual Directors and the Board as a whole
14	<p>Clarify Director/Staff Communication Protocols (CRITICAL)</p> <p>The LSV Board should reconfirm that the Board has delegated the management of LSV to the LSV CEO and that Directors should no longer freely liaise with the LSV Executive Management Team in relation to operational matters (without express approval of the LSV CEO) (refer to Recommendation 4).</p>
15	<p>Review of Other Process and Policy Documentation</p> <p>LSV should:</p> <ol style="list-style-type: none"> (a) Develop a formal compliance system allowing for an annual review of LSV’s compliance with legislative and regulatory requirements (Part (a) is CRITICAL) (b) Update the LSV website to include accurate information on Victorian Child Safe Standards (Part (b) is CRITICAL) (c) Ensure that the Board is comfortable with the level of detail in Board meeting minutes and that sufficient information is provided to Directors (d) Consider publishing its risk register to constituent groups

SIGPA

Sports Integrity & Governance Partners



www.sigpa.com.au



hello@sigpa.com.au



1319/401 Docklands Drive, Docklands VIC 3008



[sigpa-sports-integrity-governance-partners](https://www.linkedin.com/company/sigpa-sports-integrity-governance-partners)



[@SIGPA_Experts](https://twitter.com/SIGPA_Experts)

Life Saving Victoria
Governance Structure Review
Final Report
15 December 2023

Contents

Executive Summary	1
Background and Context	1
Scope and Limitations.....	1
Key Issues from Gap Analysis.....	2
Summary of Key Findings and Opportunities	4
Principles for the Way Forward	5
Recommendations.....	6
Implementation Considerations	16
1. Introduction.....	17
1.1 Background and Context	17
1.2 About this Report	18
2. Scope, Approach and Limitations.....	20
2.1 Scope and Approach.....	20
2.2 Limitations of the Review	22
3. Life Saving Victoria Structure and Governance	24
3.1. A Summary	24
3.2. Council Structure	26
3.3. RASCI Framework	39
4. Comparator Organisations	40
4.1. Summary of Comparator Organisations.....	40
4.2. Features, Insights and Observations	55
5. Good Governance Standards Assessment Framework	56
5.1. The Basis for the Framework.....	56
5.2. The Key Findings from the Gap Analysis	57
6. Engagement Findings and Opportunities	62
6.1. Strengthening the Member Voice	63
6.2. Council Powers and Operations	66
6.3. Challenges with Board Composition, Skills and Operations.....	69
6.4. The Volunteer Burden	71
6.5. LSV’s Constituent Documents are Complex	74
7. Principles for the Way Forward.....	76
7.1. The Vision for Change.....	76
7.2. Proposed Guidelines.....	76
7.3. Constraints on the Recommendations.....	78

8. Recommendations.....	79
8.1. The Governance Structure of LSV.....	80
8.2. Board Composition, Skills and Operations	91
8.3. Council Roles and Operations	100
8.4. Other Changes to Achieve Good Governance.....	107
9. Implementation Considerations.....	114
9.1. Implementation Risks.....	114
9.2. Communication Considerations	116
9.3. Timeline Considerations	117
Attachment 1 – Project Methodology	119
Attachment 2 – List of Documents Reviewed	120
Attachment 3 – Consultations Undertaken for the Review	125
Attachment 4 – RASCI Model	126
Attachment 5 – Good Governance Standards Assessment Framework	143
Attachment 6 – 2023 Club Membership Data	183

Executive Summary

Background and Context

Life Saving Victoria Limited (**LSV**) was established in 2002 as a merger of the businesses of Surf Life Saving Victoria (**SLSV**) and the Royal Life Saving Society Australia – Victoria Branch (**RLSSV**). LSV considers its governance arrangements to be ‘complex and unique’, borne of the amalgamation of SLSV and RLSSV and the need to accommodate the requirements of each body.

LSV has evolved since its establishment but now needs to reflect changed constituent needs and expectations, a more complex regulatory environment and good governance practices. In light of the changing landscape in which LSV operates, LSV’s Board has determined that it is timely to conduct a broad, holistic review of its structure and governance arrangements to align better with LSV’s current and future aspirations, operations, obligations and needs (**the Review**).

LSV has appointed Sports Integrity & Governance Partners (**SIGPA**) to undertake this Review. The purpose of the Review was to make recommendations to improve the structure and governance of LSV.

For the reader, the full report should be read to provide the necessary context and evidence to support the recommendations emanating from the Review.

Scope and Limitations

The scope of the Review was to undertake a review of LSV’s structure and governance; identify gaps between LSV’s current state and good governance structure and principles; surface other opportunities for improvement and make recommendations to help LSV address the gaps and realise the opportunities. Pertinent activities undertaken as part of the Review included:

Phase 0 – Establish the Project

- Project initiation activities (project plan, agreement of consultations, etc.)

Phase 1 – The Current State

Phase 1.1 – Existing Model and Gap Analysis

- Assessment of internal LSV documentation including the LSV Constitution, By Laws, Governance Charter, Delegation of Authority policy and other policies, Council documentation, organisational strategy, annual reports (LSV and Councils), board records, procedures and findings of previous governance reviews
- Observation of LSV Board and Council meetings either in person or via video recording
- Consideration of the existing LSV structure and governance model against Australian Sports Commission (**ASC**) Sports Governance Principles and supporting resources (released 3 August 2020) and other good governance principles, practices and resources (with gaps against good practice documented)

- High-level assessment of the structure and governance of other comparable organisations via their constitutions, by-laws and other governance documentation. These organisations were selected either because they operated in the same fields as LSV or through the recommendation of stakeholders
- Consultations with key internal stakeholders including the current and immediate past LSV Presidents, Chief Executive Officer, Company Secretary and LSV General Managers

Phase 1.2 – Consultation and RASCI

- Consultations with additional stakeholders including LSV Directors, Council Chairs and executive members, former officials of LSV, Club Presidents, representatives of Surf Life Saving Australia (**SLSA**) and Royal Life Saving Society Australia (**RLSSA**)
- Workshops with LSV Life Members and Club Presidents
- A survey of key stakeholders including the LSV Board, Council Executives, Life Members, Club Presidents and Board Committee members
- Documentation of issues and opportunities identified and aligned to observations from Phase 1.1 (especially the gaps against good practice governance principles)
- Mapping of a ‘RASCI Framework’ of the existing allocation of responsibilities and accountabilities

Phase 2 – Recommendations

- Developing ‘Principles for the Way Forward’ – a set of guidelines that have been used to inform and frame the resultant recommendations
- Presentation and testing (prior to making recommendations) of key issues from the gap analysis and key findings from the consultations, together with identified opportunities with the LSV Governance Committee, members of the LSV Board and LSV Executive Management Team
- Development of recommendations, aligned with these key issues, findings and opportunities
- Mapping of a further ‘RASCI Framework’ of the proposed future allocation of responsibilities and accountabilities under the new governance framework proposed by the recommendations

Based on the scope of work and SIGPA’s approach to the Review, there are a number of limitations of which the reader should be aware. The work performed, and these limitations, are outlined in more detail in sections 2.1 and 2.2.

Key Issues from Gap Analysis

Review against Comparator Organisations

The structure and governance of six comparable organisations was reviewed. The entities represented a combination of lifesaving organisations (both at state and national level) and other organisations considered relevant. That review noted:

- Elements of the governance model of each organisation did not necessarily align with good governance practice and could not be used as a fit for purpose model for LSV to accept in their entirety

- Each organisation has established committee structures (comparable to the Councils for LSV) that are advisory in nature with powers limited to those granted by the Board
- Different models are used for bringing directors onto the Board of these organisations, although no organisation utilises portfolio directors other than Surf Life Saving New South Wales who retains a Director of Lifesaving. These models have features to ensure relevant industry experience is represented on the Board. This includes either making membership a Board eligibility criterion or giving consideration to those who are members before looking further afield for appropriately skilled directors

Good Governance Standards Assessment Framework

The desktop review of LSV’s governance against good governance standards and practice culminated in a detailed Gap Analysis, identifying 26 key issues. The key issues were categorised as:

- *Fundamental Issue – Constitutional*: Significant constitutional matters likely to generate challenge and debate requiring member approval
- *Functional Issue – Constitutional*: Less significant constitutional matters likely requiring member approval
- *Fundamental Issue – Non-Constitutional*: Significant non-constitutional (or By Laws) matters likely to generate challenge or debate
- *Functional Issue – Non-Constitutional*: Less significant non-constitutional or By Laws matters

The fundamental issues identified through the Gap Analysis included the following:

Fundamental Issue – Constitutional
Adequacy of oversight by Board of Council/Council Executive actions
Optimal Board composition is limited by the director election system
Lack of formal independence of directors
Limited role of Nominations Committee to support capability and diversity of Board
Extensive executive/operational powers granted to Councils, Council Executives and officer roles, blurring the line of separation of governance (via Councils) and management
Appointment of external President by Members (not Board)
Potential for disconnect between constituents and Councils
Fundamental Issue – Non-Constitutional
Adequacy of oversight by Board of Council/Council Executive actions
Functional actions and decisions of Councils can impact on overall LSV financial position without adequate approvals by LSV
Adequacy of Council risk reporting to the Board relating to any financial, operational, legal or reputational risk or liability
No system for the assessment of the performance of individual directors
Extensive executive/operational powers granted to Councils, Council Executives and officer roles, blurring the line of separation of governance (via Councils) and management
No clear succession plan or documented succession planning process for the LSV Board
Potential for disconnect between constituents and Councils

For full detail on the key issues identified, including those considered to be ‘functional’ in nature, refer to section 5.2. The full Good Governance Standards Assessment Framework in Attachment 5 should be read to provide the necessary context for the Gap Analysis and the Review.

Summary of Key Findings and Opportunities

The investigations and consultations undertaken during the first phase of the Review resulted in a number of key findings, including the identification of 11 opportunities for improvement to the structure and governance of LSV. Along with the Gap Analysis issues, these key findings and opportunities constitute the key matters that the recommendations of the Review seek to address. They are summarised as follows:

Strengthening the Member Voice

The present governance structure was felt to be not performing as well as intended. An opportunity exists to reshape the way LSV stakeholders are represented in the LSV governance structure, including by identifying opportunities for the voice of members to be heard (and accessed by the LSV Board and Executive Management Team), including Club delegates and the Aquatic Industry.

Council Powers and Operations

The existing role of the Councils is no longer felt to be appropriate within the LSV governance structure given that the Council power and relative lack of Board oversight create organisational and Board risk within LSV.

The subject matter expertise of Councils remains valuable for LSV, and should continue to be accessed by the LSV Board and Executive Management Team. Redefining the role of the Councils can also reduce the administrative burden on volunteers and staff that arises through their existing responsibilities.

Challenges with Board Composition, Skills and Operations

The risk to LSV and the Board of portfolio Directors having conflicts of interest that potentially arise from wearing ‘two hats’ is considered to be substantial. Representative directors holding multiple, potentially conflicting, roles are not commonly seen in modern governance arrangements. These roles can be streamlined so that all Directors are independent of other conflicting governance roles within the LSV movement and can focus solely on the best interests of LSV.

The appointment of Directors and the President via an election process also impacts on the Board’s ability to secure the most appropriate mix of skills required for LSV from time to time.

There are opportunities for providing for a more robust process through which Directors with appropriate skills are identified and succession plans for Directors established to help deliver good governance outcomes.

The Volunteer Burden

The changing nature of volunteerism and expanded professional staffing structure within LSV means that the current model, which places a substantial burden on volunteer officer roles, is increasingly unsustainable and in need of review.

Further, the process through which volunteers are elected does not necessarily ensure the best candidate for the role is elected (or even applies).

A more flexible model for attracting and retaining volunteers is required to optimise volunteer participation in the LSV governance and operating structure.

LSV's Constituent Documents are Complex

A common theme in consultations was that the LSV constituent documents, most notably the LSV By Laws, are overly complex and in need of simplification.

For more detail on the opportunities identified, refer to section 5.

Principles for the Way Forward

To inform the recommendations arising from the Review, SIGPA developed a *Vision for Change* and proposed guidelines that frames the approach to the 'Way Forward'. The *Vision for Change* articulates the overarching aspiration for the outcomes of the Review, while the guidelines have been used to inform and frame the recommendations.

The *Vision for Change* for the Review is:

Develop a structure and governance model for LSV that:

- *Represents good structure and governance practice for member-based organisations, including clear delineation between governance and management;*
- *Has clarity;*
- *Enables clear lines of communication and engagement throughout the organisation and to stakeholders;*
- *Enables clear lines of delineation between governance and administration;*
- *Enhances organisational efficiency;*
- *Encourages the participation of those members and Aquatic Industry partners (and others) in the governance of LSV and ensures their voices are heard;*
- *Eases volunteer burden; and*
- *Mitigates organisational and officer risk.*

Three of the *Guidelines* are (in summary):

- *Evolution*: LSV has evolved since establishment but now needs to reflect changed member and Aquatic Industry partner needs and expectations, regulatory environment and contemporary good governance practices
- *Clear accountability*: Those responsible for governing LSV must have clear and unambiguous accountability and appropriate checks and balances should be in place for holding those people to account
- *Move past the status quo*: The status quo is not an option if good practice governance is desired

For more detail on the *Vision for Change* and the remainder of the *Guidelines*, refer to section 7.

Recommendations

SIGPA made 15 recommendations to address the key issues, key findings and opportunities surfaced by the Review. These recommendations are summarised in the table below, including for each:

- The number of that recommendation
- The recommendation title (in bold)
- The recommendation itself

The shading of rows denotes the criticality of each recommendation, with those shaded mauve rated as ‘critical’ and those left white rated as ‘less critical’ based on the extent to which the current issues which the recommendation seeks to address are, or could:

- Have significant operational impact on the organisation
- Prevent Directors from discharging their fiduciary duties
- Give rise to operational, legal or compliance risk to LSV as a whole and / or individual Directors

Summary of Recommendations

#	Recommendation
The Governance Structure of LSV	
1	<p>A New Governance Model for LSV</p> <p>A rationalised and simplified governance model for LSV through which the LSV Board has ultimate governance responsibility for all LSV strategy, programs and activity. The subject matter expertise of the Councils is acknowledged, and they will be retained but become advisory bodies (‘Advisory Councils’). They will not have authority to bind LSV, and the volunteer roles they provide will form part of the accountability of the LSV Executive Management Team (via the LSV CEO). Clubs will continue to participate in Council meetings and will have a direct ability to vote on matters in General Meetings, including constitutional change and Director elections (replacing the Council representatives as voting members of LSV).</p>

#	Recommendation
2	<p>Amending Roles and Responsibilities</p> <p>LSV should reset and document roles and responsibilities for key bodies comprising the governance of LSV to ensure appropriate accountability across the organisation. This should encompass the LSV Board having ultimate accountability for all organisational activities, with the LSV Executive Management Team delegated authority and accountability for execution.</p>
3	<p>Changing the Membership of LSV</p> <p>The voting members of LSV will be LSV’s Affiliated Clubs.</p> <p>The Affiliated Clubs at the time of the General Meeting will each be given one vote to be exercised at LSV General Meetings, with an additional vote provided for Clubs with a paid membership in the preceding financial year of more than 2,000 paid members as recorded in official LSV / SLSA membership records.</p> <p>Consideration should be given to further constitutional changes arising from the Recommendations in this Report to be voted on under this new membership model.</p> <p><i>Alternative Option: Should LSV determine that any form of proportional voting is not desired, SIGPA would recommend that the alternative be one vote for each of the Affiliated Clubs at the time of the General Meeting.</i></p>
<p>Board Composition, Skills and Operations</p>	
4	<p>Changing the Composition of the LSV Board</p> <p>LSV should make constitutional amendments to give effect to the following changes to the LSV Board:</p> <ul style="list-style-type: none"> (a) The number of Directors on the Board will be reduced from 11 to nine (9) (b) All Directors will be independent (in the sense of not holding any other formal governance roles within the LSV governance structure or within Affiliated Clubs or Associate Members, other than roles with SLSA or RLSSA, although these Directors can be drawn from within the lifesaving movement – refer to Recommendations 7 and 8) (c) The role of portfolio Director will be transitioned to independent Director (d) Six (6) Directors will be elected by LSV’s voting membership (refer to Recommendation 3) (e) Three (3) Directors can be appointed via recommendations of the Nominations Committee
5	<p>Terms and Rotations of LSV Directors</p> <p>LSV should make the following constitutional amendments to give effect to the following changes to the terms of LSV Directors:</p> <ul style="list-style-type: none"> (a) Director terms will be for three (3) years, for a maximum of three (3) terms (b) The LSV President can extend to an additional term if only in the seat for one (1) term upon expiry of their third term (c) Three (3) of the nine (9) Directors will be up for election (or retirement) on an annual basis, of which two (2) shall be via election, and one (1) via appointment (d) The ineligibility period for an ex-Director will be three (3) years (e) A departing CEO cannot be appointed or elected to the LSV Board for a period of three (3) years

#	Recommendation
6	<p>Definition of Independence for LSV Directors</p> <p>All Directors will be required to be independent and will be subject to the standard presently applied for appointed LSV Directors:</p> <ul style="list-style-type: none"> • Candidates for directorships must declare any position held in a Life Saving Club or Associate Member (as defined in the LSV Constitution), including as an office bearer, director or paid appointee • Upon appointment, Directors must resign from any paid role with, or position they hold on the board or committee of management of, a Life Saving Club or Associate Member (or other related entity as determined appropriate by LSV)
7	<p>Choosing the Chair (President) of LSV</p> <p>LSV should make the following constitutional amendments to give effect to the following changes to the LSV Chair:</p> <ol style="list-style-type: none"> (a) The Chair of LSV (referred to by LSV as the President) will not be elected (directly) by the voting membership of LSV (b) The LSV Board will choose its leader for a three (3) year term (c) Any Director of LSV can be the President, and therefore the Chair of the Board
8	<p>Role of Nominations Committee</p> <p>LSV should enshrine the role of the Nominations Committee in the Constitution.</p> <p>The role of the Nominations Committee is to encompass:</p> <ol style="list-style-type: none"> (a) Ensuring the Board has the right mix of skills, diversity, and expertise (expressly including lifesaving and Aquatic Industry) (b) Succession planning, including identifying potential candidates for appointment and election (c) Assessing candidates for election, and ensuring they meet the definition of independence as outlined in the Constitution (refer to Recommendation 6), and meet the requisite skills, expertise and diversity for the LSV Board
Council Roles and Operations	
9	<p>Retention of the Councils as Advisory Councils</p> <p>Under the new LSV governance model, the following will apply to Councils:</p> <ol style="list-style-type: none"> (a) The role of the Councils should be enshrined in the Constitution, with the primary function being subject matter expertise for the LSV Board and the LSV Executive Management Team. These Councils will be known as 'Advisory Councils'. Advisory Councils should be referred to in the Constitution in the 'general' form (with their functionality and focus not specifically outlined) (b) Consultation with the Advisory Councils by the LSV Board should be mandated in the Constitution (at least twice yearly with the LSV Board and otherwise as required) (c) For the purposes of simplicity and for the sharing of relevant subject matter information, the Clubs will retain a role as delegates to Advisory Councils (d) Each Advisory Council shall have a Council Committee of five (5) persons (or such other number as the LSV Board considers appropriate for that Advisory Council) elected by the Clubs other than

#	Recommendation
	<p>AEIEC, which will nominate its Council Committee with those nominations being reviewed by the Nominations Committee and appointed by the LSV Board</p> <p>(e) Advisory Councils should meet quarterly (and otherwise as required) to allow for Clubs (and Aquatic Industry participants for AEIEC) and the LSV Executive Management Team to surface issues and opportunities</p> <p>(f) Advisory Councils, with the approval of the LSV Board and / or Executive Management Team, can convene working groups as required by the organisation (which need not be specifically referred to in the By Laws)</p> <p>(g) The LSV Board should have the power to disband Advisory Councils and / or create new ones</p>
10	<p>Operational Roles Outside of the LSV Paid Organisational Structure</p> <p>In relation to volunteer roles outside of the LSV paid organisational structure:</p> <p>(a) LSV should review operational roles, including those presently vested in Councils in consultation with subject matter experts including representatives of Councils and other stakeholders</p> <p>(b) LSV, in consultation with others such as those listed above, should consider the relevance and requirement for all operational roles (including both paid and volunteer roles)</p> <p>(c) Regardless of the above, and primary to this Recommendation, all operational roles to be retained should have specific accountability via the LSV Executive Management Team</p> <p>(d) It is recommended that LSV consider the following parameters in determining the future of operational roles:</p> <ul style="list-style-type: none"> - That operational roles in LSV should continue to be a combination of volunteer and paid positions) - The risk of the role (for the organisation, and personally, especially for volunteer roles) - Whether the role is replicated (even partially) within the LSV operational structure - The preferences and needs of volunteers, including the difficulty in ‘filling’ a volunteer role - How the expertise of volunteers can continue to be accessed where roles are integrated into the LSV paid staff structure - The method of choosing the person to undertake the role (especially volunteer roles) - The existing workload and responsibilities of LSV paid staff - The sufficiency of the overall funding and resource base of LSV to take on additional roles and responsibilities (if deemed appropriate), whether via existing or new paid staff roles - How the transition of any prior volunteer roles into paid staff roles (if deemed appropriate) should be phased into the LSV operational structure
Other Changes to Achieve Good Governance	
11	<p>Stakeholder Engagement Plan</p> <p>LSV should develop a stakeholder engagement plan to stipulate how it will engage with key stakeholders.</p>

#	Recommendation
12	<p>Independent Chair for Finance, Risk and Audit Committee (FRAC)</p> <p>LSV should appoint an independent Chair of its Finance, Risk and Audit Committee. LSV should also consider mandating the involvement of independent persons as part of other key committees such as the Governance Committee and the Nominations Committee.</p> <p><i>Alternative Option: Should LSV determine that it is not in favour of supporting a Chair of its Finance, Risk and Audit Committee that is independent and not a Board member, it should at the minimum maintain independent, non-Board member representation on the Committee (as is the case now).</i></p>
13	<p>Ensuring Board Skills, Expertise and Diversity</p> <p>The LSV Board should adopt measures to ensure that appropriate skills, expertise and diversity are maintained on the LSV Board, including by:</p> <ul style="list-style-type: none"> • Talent identification and succession planning • Development of a detailed Board skills matrix • Documenting the process for Director appointments • Introducing a documented and formal process for performance evaluation of the Chair, individual Directors and the Board as a whole
14	<p>Clarify Director/Staff Communication Protocols</p> <p>The LSV Board should reconfirm that the Board has delegated the management of LSV to the LSV CEO and that Directors should no longer freely liaise with the LSV Executive Management Team in relation to operational matters (without express approval of the LSV CEO) (refer to Recommendation 4).</p>
15	<p>Review of Other Process and Policy Documentation</p> <p>LSV should:</p> <ul style="list-style-type: none"> (a) Develop a formal compliance system allowing for an annual review of LSV's compliance with legislative and regulatory requirements (b) Update the LSV website to include accurate information on Victorian Child Safe Standards (c) Ensure that the Board is comfortable with the level of detail in Board meeting minutes and that sufficient information is provided to Directors (d) Consider publishing its risk register to constituent groups

While the specific key issues and opportunities addressed by each recommendation, change required to implement the recommendation and potential implementation or transition considerations are included in section 8, each recommendation is mapped against the key issues and the opportunities in the tables below.

Gaps / Key Issues mapped against Recommendations

#	Gap / Key Issue	Relevant Recommendation
1	Adequacy of oversight by Board of Council/Council Executive actions	<p>Recommendation 1: A New Governance Model for LSV</p> <p>Recommendation 2: Amending Roles and Responsibilities</p> <p>Recommendation 9: Retention of the Councils as Advisory Councils</p> <p>Recommendation 10: Operational Roles Outside of the LSV Paid Organisational Structure</p>
2	Optimal Board composition is limited by the director election system	<p>Recommendation 4: Changing the Composition of the LSV Board</p> <p>Recommendation 8: Role of the Nominations Committee</p>
3	Lack of independence of directors	<p>Recommendation 4: Changing the Composition of the LSV Board</p> <p>Recommendation 6: Definition of Independence for LSV Directors</p>
4	Limited role of Nominations Committee	<p>Recommendation 4: Changing the Composition of the LSV Board</p> <p>Recommendation 8: Role of the Nominations Committee</p>
5	Extensive executive/operational powers granted to Councils, Council Executives and officer roles, blurring the line of separation of governance (via Councils) and management	<p>Recommendation 1: A New Governance Model for LSV</p> <p>Recommendation 2: Amending Roles and Responsibilities</p> <p>Recommendation 9: Retention of the Councils as Advisory Councils</p> <p>Recommendation 10: Operational Roles Outside of the LSV Paid Organisational Structure</p>
6	Appointment of external President	Recommendation 7: Choosing the Chair (President) of LSV
7	Potential for disconnect between constituents and Councils	<p>Recommendation 1: A New Governance Model for LSV</p> <p>Recommendation 2: Amending Roles and Responsibilities</p> <p>Recommendation 3: Changing the Membership of LSV</p> <p>Recommendation 11: Stakeholder Engagement Plan</p>
8	No formal stakeholder engagement plan to entrench ongoing engagement with stakeholders	Recommendation 11: Stakeholder Engagement Plan

#	Gap / Key Issue	Relevant Recommendation
9	Elections for ordinary directors (excluding AEIEC) and volunteer roles require the active participation of Club delegates (which is not always assured)	Recommendation 3: Changing the Membership of LSV
10	Tenure of ordinary directors can be unlimited (provided there is a 12-month gap between each maximum period of office)	Recommendation 5: Terms and Rotations of LSV Directors
11	Potential lack of independence in the FRAC	Recommendation 12: Independent Chair for Finance, Risk and Audit Committee
12	No limit on appointment of the CEO to the Board	Recommendation 5: Terms and Rotations of LSV Directors
13	Size of board to be between five and nine directors	Recommendation 4: Changing the Composition of the LSV Board
14	Adequacy of oversight by Board of Council/Council Executive actions	Recommendation 1: A New Governance Model for LSV Recommendation 2: Amending Roles and Responsibilities Recommendation 9: Retention of the Councils as Advisory Councils Recommendation 10: Operational Roles Outside of the LSV Paid Organisational Structure
15	Functional actions and decisions of Councils can impact on overall LSV financial position without adequate approvals by LSV	Recommendation 1: A New Governance Model for LSV Recommendation 2: Amending Roles and Responsibilities Recommendation 9: Retention of the Councils as Advisory Councils
16	Adequacy of Council risk reporting to the Board relating to any financial, operational, legal or reputational risk or liability	Recommendation 9: Retention of the Councils as Advisory Councils Recommendation 10: Operational Roles Outside of the LSV Paid Organisational Structure
17	No system for the assessment of the performance of individual directors	Recommendation 13: Ensuring Board Skills, Expertise and Diversity
18	Extensive executive/operational powers granted to Councils, Council Executives and officer roles,	Recommendation 1: A New Governance Model for LSV

#	Gap / Key Issue	Relevant Recommendation
	blurring the line of separation of governance (via Councils) and management	Recommendation 2: Amending Roles and Responsibilities Recommendation 9: Retention of the Councils as Advisory Councils Recommendation 10: Operational Roles Outside of the LSV Paid Organisational Structure
19	No clear succession plan or documented succession planning process for the LSV Board	Recommendation 8: Role of the Nominations Committee Recommendation 13: Ensuring Board Skills, Expertise and Diversity
20	No formal stakeholder engagement plan to entrench ongoing engagement with stakeholders	Recommendation 11: Stakeholder Engagement Plan
21	Strategic plan does not include specific budget or operational targets of Councils	Recommendation 9: Retention of the Councils as Advisory Councils
22	Level of detail in Board meeting minutes	Recommendation 15: Review of Other Process and Policy Documentation
23	LSV does not publicly publish its risk register	Recommendation 15: Review of Other Process and Policy Documentation
24	LSV website provides outdated information about the Victorian Child Safe Standards	Recommendation 15: Review of Other Process and Policy Documentation
25	No formal system for annual review of LSV compliance with all legislative and regulatory requirements	Recommendation 15: Review of Other Process and Policy Documentation
26	Director/staff communication protocols permit unfettered liaison by ordinary directors with executive management responsible for the portfolio held by the director	Recommendation 4: Changing the Composition of the LSV Board Recommendation 14: Clarify Director/Staff Communication Protocols

Opportunities mapped to Recommendations

#	Opportunity	Relevant Recommendation
1	<i>Representation of all LSV stakeholders</i>	<p>Recommendation 1: A New Governance Model for LSV</p> <p>Recommendation 2: Amending Roles and Responsibilities</p> <p>Recommendation 3: Changing the Membership of LSV</p> <p>Recommendation 4: Changing the Composition of the LSV Board</p> <p>Recommendation 11: Stakeholder Engagement Plan</p>
2	<i>Strengthen the voice of members</i>	<p>Recommendation 1: A New Governance Model for LSV</p> <p>Recommendation 2: Amending Roles and Responsibilities</p> <p>Recommendation 3: Changing the Membership of LSV</p> <p>Recommendation 4: Changing the Composition of the LSV Board</p> <p>Recommendation 11: Stakeholder Engagement Plan</p>
3	<i>Support diversity measures to grow the diversity of the membership</i>	<p>Recommendation 4: Changing the Composition of the LSV Board</p> <p>Recommendation 13: Ensuring Board Skills, Expertise and Diversity</p>
4	<i>Realignment of the separation of powers between LSV and Councils</i>	<p>Recommendation 1: A New Governance Model for LSV</p> <p>Recommendation 2: Amending Roles and Responsibilities</p> <p>Recommendation 9: Retention of the Councils as Advisory Councils</p> <p>Recommendation 10: Operational Roles Outside of the LSV Paid Organisational Structure</p> <p>Recommendation 14: Clarify Director/Staff Communication Protocols</p>
5	<i>Simplify the role of Councils</i>	<p>Recommendation 1: A New Governance Model for LSV</p> <p>Recommendation 2: Amending Roles and Responsibilities</p> <p>Recommendation 9: Retention of the Councils as Advisory Councils</p> <p>Recommendation 10: Operational Roles Outside of the LSV Paid Organisational Structure</p>

#	Opportunity	Relevant Recommendation
6	<i>Optimise Board skillset</i>	<p>Recommendation 4: Changing the Composition of the LSV Board</p> <p>Recommendation 5: Terms and Rotations of LSV Directors</p> <p>Recommendation 6: Definition of Independence for LSV Directors</p> <p>Recommendation 7: Choosing the Chair (President) of LSV</p> <p>Recommendation 8: Role of the Nominations Committee</p> <p>Recommendation 12: Independent Chair for Finance, Risk and Audit Committee</p> <p>Recommendation 13: Ensuring Board Skills, Expertise and Diversity</p>
7	<i>Clarify director and staff interaction</i>	<p>Recommendation 1: A New Governance Model for LSV</p> <p>Recommendation 4: Changing the Composition of the LSV Board</p> <p>Recommendation 14: Clarify Director/Staff Communication Protocols</p>
8	<i>Less administrative burden on volunteers</i>	<p>Recommendation 1: A New Governance Model for LSV</p> <p>Recommendation 2: Amending Roles and Responsibilities</p> <p>Recommendation 9: Retention of the Councils as Advisory Councils</p> <p>Recommendation 10: Operational Roles Outside of the LSV Paid Organisational Structure</p>
9	<i>Less governance burden on volunteers</i>	<p>Recommendation 1: A New Governance Model for LSV</p> <p>Recommendation 2: Amending Roles and Responsibilities</p> <p>Recommendation 9: Retention of the Councils as Advisory Councils</p> <p>Recommendation 10: Operational Roles Outside of the LSV Paid Organisational Structure</p>
10	<i>Ensure the attractiveness of volunteer positions and opportunities</i>	<p>Recommendation 1: A New Governance Model for LSV</p> <p>Recommendation 2: Amending Roles and Responsibilities</p> <p>Recommendation 9: Retention of the Councils as Advisory Councils</p> <p>Recommendation 10: Operational Roles Outside of the LSV Paid Organisational Structure</p>

#	Opportunity	Relevant Recommendation
11	<i>Sustainable operating model</i>	<p>Recommendation 1: A New Governance Model for LSV</p> <p>Recommendation 2: Amending Roles and Responsibilities</p> <p>Recommendation 3: Changing the Membership of LSV</p> <p>Recommendation 4: Changing the Composition of the LSV Board</p> <p>Recommendation 9: Retention of the Councils as Advisory Councils</p> <p>Recommendation 10: Operational Roles Outside of the LSV Paid Organisational Structure</p> <p>Recommendation 13: Ensuring Board Skills, Expertise and Diversity</p>

Refer to section 8 for further information on the recommendations, and their relationships to the issues (section 5) and opportunities (section 6) emanating from the Review.

Implementation Considerations

To successfully implement the changes arising from the adopted recommendations of the Review, LSV should:

- Identify and manage key risks, including those pertaining to:
 - Change management
 - Budget and resources
 - Unintended consequences or adverse impacts
 - Timelines
 - Quality
- Develop and execute an effective communication plan to develop trust and ensure that the members and stakeholders:
 - Are aware of why structure and governance change is required
 - Understand the changes that are proposed
 - Understand the benefits of each separate change, and the suite of proposed changes as a whole

1. Introduction

1.1 Background and Context

Life Saving Victoria Limited (**LSV**) was established in 2002 as a merger of the businesses of Surf Life Saving Victoria (**SLSV**) and the Royal Life Saving Society Australia – Victoria Branch (**RLSSV**). A company limited by guarantee and registered with the Australian Charities and Not-for-profits Commission, LSV is the single peak agency in Victoria for water safety. LSV supports the programs of the national organisations with which it is affiliated, Surf Life Saving Australia (**SLSA**) and Royal Life Saving Society Australia (**RLSSA**), and forms part of Emergency Management Victoria.

LSV considers its governance arrangements to be ‘complex and unique’, borne of the amalgamation of SLSV and RLSSV and the need to accommodate the requirements of each body. There is no other state-based water safety body in Australia that has merged the programs and activities of SLSA and RLSSA.

LSV comprises a significant paid workforce of over 110 full and part time staff that is supported by the contribution of a substantial number of volunteers across lifesaving clubs across the State. A feature of the LSV delivery model is the reliance on a number of those volunteers to execute operational roles, many of which ‘cross over’ with LSV paid staff. This delivery model also involves delegation by the LSV Board of some important oversight responsibilities to a number of Councils under the LSV By Laws. Both of these situations have raised concerns as to LSV’s structure and whether it remains fit-for-purpose given the times.

As such, LSV’s Board has determined that it is timely to conduct a broad, holistic review of its structure and governance arrangements to align better with LSV’s current and future aspirations, operations, obligations and needs (**the Review**). Specifically, LSV’s stated objectives for the Review are:

- Simplification of governance arrangements
- Clearly defined roles, responsibilities and accountabilities
- Maintain a strong focus on members
- Sustainable into the future – nature of volunteering (attraction and retention)
- Best practice governance
- Best outcomes for the organisation (strategic alignment)

In delivering the Review, LSV outlined the key areas of focus, being to:

- Assess current state, gaps, issues, and opportunities (with reference to LSV’s history, status as a Not-for-Profit charity and member-based organisation and emergency service, its purpose and strategic plan/priorities) against contemporary governance rules for ‘like’ organisations
- Review and consider relevant RLSSA and SLSA national/state governance arrangements – with particular reference to those that have been modified to realise improvements in recent years
- Examine roles and responsibilities between the LSV Executive Management Team, Board and Councils

- Review the separation of authority between the LSV Executive Management Team, Board and Councils
- Conduct interviews, workshops and consultations with key LSV stakeholders
- Inform and provide education to key LSV stakeholders on contemporary, best-practice governance models, arrangements, and expectations applicable to a member-based organisation
- Revise and refresh LSV's Constitution, By Laws, Governance Charter, and Code of Conduct and make recommendations for any other related matters
- Encompass a consultative and thoughtful change-management approach

LSV appointed Sports Integrity & Governance Partners (**SIGPA**) to undertake the Review.

The Review has comprised two phases.

Phase 1 is the **Current State Assessment**, and consisted of:

- A review of LSV's existing structure and governance
- A desktop review aimed at identifying gaps between LSV's current state and recognised good governance structures and practice and raising issues for subsequent validation via stakeholder consultation (the **Gap Analysis**)
- An assessment of a number of comparable organisations, especially those in lifesaving and water safety
- An extensive (although not necessarily exhaustive) stakeholder engagement exercise, which involved validation of issues identified in the Gap Analysis, and the surfacing of further issues, identifying opportunities for the future structure and governance arrangements of LSV

Phase 2 has comprised the development of **recommendations** to address the issues and opportunities identified in Phase 1. This has also involved making the case for change, including a '*Vision for Change*' and guidelines to support the recommendations.

There is opportunity for SIGPA to contribute to a third phase, that will involve LSV implementing some or all of the recommendations developed by SIGPA in Phase 2. At the time of writing, this third phase is outside the scope of the Review. Refer to section 2.1 for more information on the scope of the Review and the activities undertaken.

1.2 About this Report

This report documents the findings of the work completed across Phase 1 and Phase 2. The report comprises:

- The scope, approach and limitations of the Review
- A summary of the current state of LSV as it relates to key aspects of structure and governance and administration
- Key findings and insights of structure and governance models used by comparator organisations to LSV
- Key issues and opportunities identified from the Gap Analysis

- Further issues and opportunities identified from the stakeholder engagement process
- The RASCI Framework depicting both LSV's current allocation of responsibilities and accountabilities for delivering LSV programs and activities and a proposed future model for allocating those responsibilities and accountabilities. The RASCI Framework shows, in relation to program/activity tasks, who is:
 - **Responsible** for completing a task
 - **Accountable** for ensuring the task is done and done correctly
 - Actively **Supporting** the responsible party
 - **Consulted** on the task
 - **Informed** or updated on the task
- Preparation of 'Principles for the Way Forward' including a 'Vision for Change' and guidelines to support the recommendations
- Recommendations including the specific key issues, key findings and opportunities addressed by each recommendation, changes required to implement the recommendations and potential implementation or transition considerations for LSV to take into account

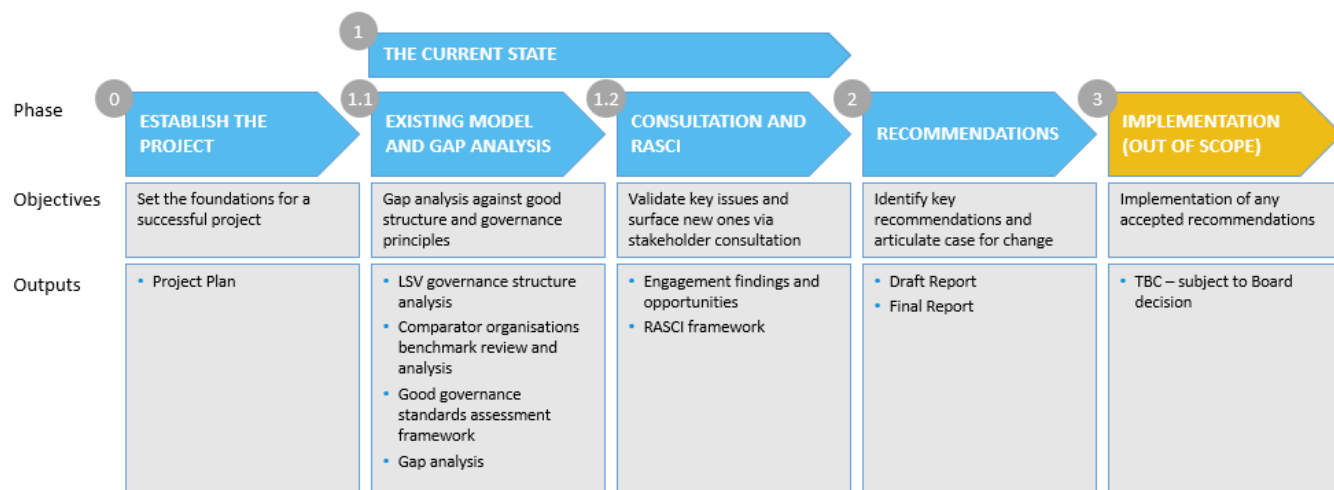
2. Scope, Approach and Limitations

2.1 Scope and Approach

2.1.1. Scope

SIGPA designed an approach to meet LSV’s objectives and key areas of focus for the Review.

As alluded to in section 1.1, SIGPA designed and then followed a two-phase process (depicted below). A more detailed depiction of the methodology, including the key tasks undertaken within each step is provided in Attachment 1.



2.1.2. Approach

A selection of relevant activities undertaken for the Review include:

Phase 0 – Establish the Project

- Project initiation activities (project plan, agreement of consultations, etc)

Phase 1 – The Current State

Phase 1.1 – Existing Model and Gap Analysis

- Assessment of internal LSV documentation including the LSV Constitution, By Laws, Governance Charter, Delegation of Authority policy and other policies, Council documentation, organisational strategy, annual reports (LSV and Councils), board records, procedures and findings of previous governance reviews
- Observation of LSV Board and Council meetings either in person or via video recording
- Consideration of the existing LSV structure and governance model against Australian Sports Commission (ASC) Sports Governance Principles and supporting resources (released 3 August 2020) and other good governance principles, practices and resources (with gaps against good practice documented)

- High-level assessment of the structure and governance of other comparable organisations via their constitutions, by-laws and other governance documentation. These organisations were selected either because they operated in the same fields as LSV or through the recommendation of stakeholders
- Consultations with key internal stakeholders including the current and immediate past LSV Presidents, Chief Executive Officer, Company Secretary and LSV General Managers

Phase 1.2 – Consultation and RASCI

- Consultations with additional stakeholders including LSV Directors, Council Chairs and executive members, former officials of LSV, life saving club Presidents, representatives of Surf Life Saving Australia and Royal Life Saving Society Australia
- Workshops with LSV Life Members and Club Presidents
- A survey of key stakeholders including the LSV Board, Council Executives, Life Members, Club Presidents and Board Committee members
- Documentation issues and opportunities identified and aligned to observations from Phase 1.1 (especially the gaps against good practice governance principles)
- Mapping of a ‘RASCI Framework’ of the existing allocation of responsibilities and accountabilities

A full list of the documentation reviewed, and consultations undertaken can be found at Attachment 2 and Attachment 3, respectively.

Phase 2 – Recommendations

- Development of ‘Principles for the Way Forward’ – a vision and a set of guidelines that have been used to inform and frame the resultant recommendations
- Presentation and testing (prior to making recommendations) of key issues from the gap analysis and key findings from the consultations, together with identified opportunities with the LSV Governance Committee, members of the LSV Board and LSV Executive Management Team
- Development of recommendations, aligned with these key issues, findings and opportunities, changes required to implement the recommendations and potential implementation or transition considerations for LSV to take into account
- Mapping of a further ‘RASCI Framework’ of the proposed future allocation of responsibilities and accountabilities under the new governance framework proposed by the recommendations

2.1.3. Outside of Scope

The Review excludes supporting LSV in implementing the recommendations that have been developed in Phase 2 of the Review (referred to as Phase 3).

2.2 Limitations of the Review

The scope of work of the Review, including the preparation of this Report, contains a number of limitations of which the reader should be aware.

2.2.1. Basis of the Work

The scope of work for the Review was agreed with LSV. The work undertaken by SIGPA was in accordance with that scope of work.

In performing the work subject of this report, SIGPA has reviewed information provided by LSV and other sources; undertaken discussions with representatives of LSV including the LSV President and LSV Directors, Council Chairs, Council Executives, Life Members, Club Presidents, SLSA, RLSSA, Aquatic Industry representatives, LSV executive staff including the Chief Executive Officer, Company Secretary, Executive General Managers and other interested parties; and undertaken a survey of stakeholders affiliated to LSV in order to prepare the report.

SIGPA has not independently verified, nor does it accept any responsibility or liability for independently verifying, any such information, nor does SIGPA make any representation as to the accuracy or completeness of the information. SIGPA accepts no liability for any loss or damage, which may result from LSV's (or others') reliance on any research, analyses or information so supplied.

2.2.2. Restrictions on the Report's Use

The report may be relied upon by LSV to assist with identifying opportunities to improve its governance structure. It should not be relied upon for any other purpose. SIGPA disclaims all liability to any party other than LSV for all costs, loss, damage and liability that the third party may suffer or incur arising from or relating to or in any way connected with the provision of the work products to the third party without SIGPA's prior written consent.

Any commercial decisions taken by LSV (or others) are not within the scope of SIGPA's duty of care and in making such decisions LSV (or others) should take into account the limitations of the scope of our work and other factors, commercial and otherwise, of which LSV should be aware from sources other than the work SIGPA has performed.

2.2.3. Limitations

Based on the scope of work and SIGPA's approach to the Review, the following limitations are noted:

- The findings of this report do not constitute legal advice, nor was legal advice sought by SIGPA in preparing the recommendations emanating from the Review
- The jurisdiction subject of the Review is the State of Victoria. SIGPA is aware of the national context for LSV, given its affiliation with SLSA and RLSSA. The Review did not explore opportunities for closer national alignment. For clarity and the avoidance of doubt, the Review assumes that LSV is retained as the relevant affiliated member of SLSA (with Royal Life Saving Society Australia – Victoria Branch Limited that of RLSSA)

- The basis of SIGPA’s good practice assessment of LSV’s structure and governance informing the Gap Analysis was the ASC’s Sports Governance Principles (‘the Principles’, 2020). Where applicable, this was supplemented by other sources
- Not all standards and recommendations from the Principles were assessable within the scope of the Review, for example, those that require ongoing observation of Board behaviours and practices. Where assessment was not possible this was documented in the Gap Analysis
- The focus of the review of policies, procedures and other internal documentation was to seek evidence that relevant documentation is in place. SIGPA did not make an assessment as to whether each and every document reviewed is adequate and fit for its intended purpose. Nor did we assess whether policies were compliant with relevant legislative, regulatory or statutory requirements. For example, we did not determine whether LSV’s Member Protection Policy is compliant with ASC and Sport Integrity Australia requirements (or other relevant regulatory bodies)
- SIGPA did not audit or validate the distribution and receipt of documentation (e.g., to determine that board reports are distributed and reviewed as per the intended schedule)
- SIGPA’s findings are based on the approach set out above in section 2.1. It is noted that this approach did not include:
 - Making an assessment as to the effectiveness, performance or behaviours of the current LSV Board or the organisation more broadly
 - Undertaking a detailed gap analysis of LSV Council and Club practices against good governance practice
- The amount of consultation undertaken with stakeholders was not exhaustive. The number of stakeholders consulted with was limited by the scope of work
- SIGPA’s scope did not extend to providing service-by-service and role-by-role recommendations regarding operations and service delivery of LSV. It will be for LSV to determine the detailed mechanics of the best administrative model going forward
- Similarly, the scope of work did not extend to reviewing the capability and capacity of LSV to undertake roles in the future governance and administration of lifesaving in Victoria. As the owner of any new model going forward, it will be for LSV to determine (and then demonstrate) its own capacity and capability and that of others, to execute the model

3. Life Saving Victoria Structure and Governance

3.1. A Summary

The table below summarises key elements of the Life Saving Victoria (**LSV**) organisational structure and governance, as set out in the LSV Constitution and related governance documents such as the LSV By Laws.

Element	LSV Constitution
Company Structure	Company Limited by Guarantee
Number of Directors	Constitution allows for a maximum of 11 directors
Affiliations	<ul style="list-style-type: none"> Surf Life Saving Australia Ltd (SLSA) (as a recognised SLSA State Centre and constitutional member) Royal Life Saving Society Australia Ltd (RLSSA) <p>LSV's affiliation with SLSA and RLSSA will need to be considered to ensure the validity of any constitutional change</p>
Board Composition	<p>Directors</p> <ul style="list-style-type: none"> Seven Elected Directors, appointed by the five LSV Councils Up to three Independent Directors, appointed by the Board President elected by Council Representatives
Board Committees	<ul style="list-style-type: none"> LSV must establish four standing committees: <ul style="list-style-type: none"> Finance, Risk and Audit Committee Grievance and Judiciary Committee Governance Committee Honours and Awards Committee The charter, composition and reporting obligations of each standing committee are set out in the By Laws Other committees may be established by the Directors to carry out such duties and functions as the Board determines Further committees including the Facilities Development Committee and Performance and Remuneration Committee have been established under this mechanism
Councils	<p>LSV's Constitution establishes five Councils, each of which is 'responsible for a discipline of lifesaving' as set out in the LSV Constitution and By Laws and subject to the constitutions of SLSA and RLSSA. They include:</p> <ul style="list-style-type: none"> Council of Life Saving Clubs (unlike the other four, not one of the inaugural LSV Councils) (CLC) Life Saving Operations Council (LSOC) Aquatic Sports Council (ASC) Membership and Leadership Development Council (MLDC) Aquatic Education and Industry Engagement Council (AEIEC) <p>The procedures governing the operation of each Council are set out in the By Laws</p>

Element	LSV Constitution
	<p>More information about the structure and powers of each Council is set out in the table below</p>
<p>Director Terms</p>	<p>Elected directors</p> <ul style="list-style-type: none"> • A maximum of three consecutive two-year terms • May then hold the position of President or Independent Director if elected or appointed • May be further appointed as an elected Director after a period of 12 months following completion of term as elected Director <p>Independent Directors</p> <ul style="list-style-type: none"> • Appointed for a maximum of three consecutive terms of two years <p>President</p> <ul style="list-style-type: none"> • Appointed for a maximum of three consecutive terms of two years following which he/she shall be eligible to hold an ordinary director or independent director position if so elected or appointed. <p>Rotation</p> <ul style="list-style-type: none"> • The Board determines the rotational arrangements for Elected and Independent Directors <p>Any director may be removed by special resolution of LSV in general meeting, requiring a three-quarters majority to pass (at least six of eight Council Representatives)</p>
<p>Membership and Voting</p>	<ul style="list-style-type: none"> • Eight Council Representatives (representing the five Councils, with each Council having two Representatives other than Aquatic Sports Council and Membership and Leadership Development Council, which may appoint one Representative each) who shall have the right to attend, debate and vote at General Meetings • Life Saving Clubs, who may appoint a Club Delegate to attend, debate but not vote at General Meetings • Associate Members and Service Members, who shall have the right to attend, debate but not vote at General Meetings • Individual Members and Life Members, who shall have the right to attend but not debate or vote at General Meetings • Each Council Representative has one vote • Resolutions are carried by a simple majority of the votes cast except where a Special Resolution is required • The Chair is entitled to a casting vote on resolutions at general meetings where there is an equality of votes
<p>Alteration to Constitution</p>	<ul style="list-style-type: none"> • The Constitution may be amended at a general meeting by special resolution only, requiring a three-quarters majority to pass (at least six of eight Council Representatives)
<p>Powers of the Board</p>	<ul style="list-style-type: none"> • Govern lifesaving in accordance with the constitutional objects • Enact the strategic direction of LSV

Element	LSV Constitution
	<ul style="list-style-type: none"> • Formulate, interpret and amend By Laws, regulations and policies • Review LSV's performance in achieving its pre-determined aims, objectives, By Laws and policies • Manage LSV's interstate and international responsibilities
Constitutional Objects (summary)	<ul style="list-style-type: none"> • Promote technical education and training in lifesaving, resuscitation and first aid • Water safety advocacy • Research in the fields of water safety, personal survival, lifesaving, lifeguarding and resuscitation • Promote, encourage, advance and control lifesaving and first aid methods, including organised training and examination assessments, competitions and functions • Affiliate or become associated with other water safety and lifesaving bodies • Extend the operations or teachings of RLSSA and SLSA and be bound by rules and regulations of SLSA and RLSSA as applicable • Represent the interests of its Members and of lifesaving generally in any appropriate forum • Do all that is reasonably necessary to enable these objects to be achieved and to enable the Members to receive the benefits these objects are intended to achieve • Promote health and safety of Members and all other users of the aquatic environment
Mandated Engagement / Consultation	<ul style="list-style-type: none"> • None

3.2. Council Structure

A similar summary of LSV's governance structure is provided below for the LSV Councils. While the role of the Councils are replicated across the LSV Constitution and By Laws, the By Laws set out additional duties over and above the roles of the Councils given under the LSV Constitution.

Further, the By Laws give roles and duties to the Council Executives which are not derived from a formal constitutional delegation.

Element	CLC	LSOC	ASC	MLDC	AEIEC
Council Name	Council of Life Saving Clubs	Life Saving Operations Council	Aquatic Sports Council	Membership and Leadership Development Council	Aquatic Education and Industry Engagement Council
Membership	One delegate appointed by each Life Saving Club	One delegate appointed by each Life Saving Club	<ul style="list-style-type: none"> One delegate appointed by each Life Saving Club (voting on all matters) One delegate appointed by Associate Members (voting on pool matters only) 	<ul style="list-style-type: none"> One delegate appointed by each Life Saving Club Three delegates each from affiliated Swimming and Life Saving Clubs, Swimming Pool Members, Educational Institutions and Community Groups involved in member and leadership development activities 	Participants in aquatic education and industry groups convened by LSV, as well as Service Members and delegates of Associate Members who have an interest and involvement in aquatic education and the Aquatic Industry
Representative Directors	<ul style="list-style-type: none"> Two CLC Directors, elected by Club delegates Each Director serves a maximum of three two-year terms, elected in alternate years Directors may also hold up to two Council officer positions at any time 	<ul style="list-style-type: none"> Two LSOC Directors (Director of Lifesaving Services and Director of Training and Assessment), elected by Club delegates Each Director serves a maximum of three two-year terms, elected in alternate years Directors may also hold up to two Council officer positions at any time 	<ul style="list-style-type: none"> One Director, elected by Club delegates Director may serve a maximum of three two-year terms Director may also hold up to two Council officer positions at any time 	<ul style="list-style-type: none"> One Director, elected by Club delegates Director may serve a maximum of three two-year terms Director may also hold up to two Council officer positions at any time 	<ul style="list-style-type: none"> One Director, nominated by the Council to the LSV Nominations Committee and appointed by the Board on the recommendation of the Nominations Committee Director may serve a maximum of three two-year terms Director may also hold up to two Council officer positions at any time
Council	<ul style="list-style-type: none"> Two Council Representatives, 	<ul style="list-style-type: none"> Two Council Representatives, 	<ul style="list-style-type: none"> One Council Representative, 	<ul style="list-style-type: none"> One Council Representative, 	<ul style="list-style-type: none"> Two Council Representatives,

Element	CLC	LSOC	ASC	MLDC	AEIEC
Representative	<p>appointed by the Council</p> <ul style="list-style-type: none"> • Must be an individual LSV member, a member of the Council Executive or appointed Club delegate and appropriately empowered by the Council to vote at General Meetings on its behalf • Cannot be a LSV director • Appointed for a term of up to two years 	<p>appointed by the Council</p> <ul style="list-style-type: none"> • Must be an individual LSV member, a member of the Council Executive or appointed Club delegate and appropriately empowered by the Council to vote at General Meetings on its behalf • Cannot be a LSV director • Appointed for a term of up to two years 	<p>appointed by the Council</p> <ul style="list-style-type: none"> • Must be an individual LSV member, a member of the Council Executive or appointed Club delegate and appropriately empowered by the Council to vote at General Meetings on its behalf • Cannot be a LSV director • Appointed for a term of up to two years 	<p>appointed by the Council</p> <ul style="list-style-type: none"> • Must be an individual LSV member, a member of the Council Executive or appointed Club delegate and appropriately empowered by the Council to vote at General Meetings on its behalf • Cannot be a LSV director • Appointed for a term of up to two years 	<p>nominated by the Council to the LSV Nominations Committee and appointed by the Board on the recommendation of the Nominations Committee</p> <ul style="list-style-type: none"> • Must be an individual LSV member, a member of the Council Executive or appointed delegate and appropriately empowered by the Council to vote at General Meetings on its behalf • Cannot be a LSV director • Appointed for a term of up to two years
Council Executive Composition (volunteer roles)	<ul style="list-style-type: none"> • Two CLC directors • CLC Chair • Two Council Representatives 	<ul style="list-style-type: none"> • Two LSOC Directors • LSOC Chair • Two Council Representatives • State Training and Assessment Supervisor • State Training and Assessment Resource Officer • State Training and Assessment Development Officer • State Emergency Management Officer • Two lifesaving services 	<ul style="list-style-type: none"> • Director – Aquatic Sports • ASC Chair • ASC Council Representative • Chief Referee • Junior Referee • IRB Competition Coordinator • Aquatic Sport Development Coordinator • Pool Competition Coordinator 	<ul style="list-style-type: none"> • MLDC Director • MLDC Chair • MLDC Council Representative • Senior Development Programs Coordinator • Junior Activities Coordinator • Inclusion and Diversity Coordinator • Member Wellbeing Coordinator • Masters Development Programs Coordinator 	<ul style="list-style-type: none"> • AEIEC Director • AEIEC Chair • Two Council Representatives

Element	CLC	LSOC	ASC	MLDC	AEIEC
		<p>representatives</p> <p>Each Council Executive role other than the Chair and Council Representative roles is elected every two years. With some exceptions, a person may only serve three two-year terms for Council Officer roles</p>	<ul style="list-style-type: none"> • Board and Ski Representative • Beach Representative • Swim Representative • Lifesaving Events and Rescue and Resuscitation Coordinator • Surf Board Representative • Safety Officer (not captured in latest By Laws) • Appointments to 'ad hoc positions for individual carnivals, teams or seasons, filled by appointment by the ASC Executive on the basis of expressions of interest' <p>Each Council Executive role other than the Chair and Council Representative roles is elected every two years. With some exceptions, a person may only serve three two-year terms for all Council Officer roles</p>	<ul style="list-style-type: none"> • Junior Development Programs Coordinator • Female Leadership Network Coordinator • AEIEC Representative <p>Each Council Executive role other than the Chair and Council Representative roles is elected every two years. With some exceptions, a person may only serve three two-year terms for all Council Officer roles</p>	
Council Chair	<ul style="list-style-type: none"> • Appointed by LSV Board after expression of interest process and recommendation from 	<ul style="list-style-type: none"> • Appointed by LSV Board after expression of interest process and recommendation from 	<ul style="list-style-type: none"> • Appointed by LSV Board after expression of interest process and recommendation from 	<ul style="list-style-type: none"> • Appointed by LSV Board after expression of interest process and recommendation from 	<ul style="list-style-type: none"> • Appointed by LSV Board after expression of interest process and recommendation from

Element	CLC	LSOC	ASC	MLDC	AEIEC
	<p>Nominations Committee</p> <ul style="list-style-type: none"> • Appointment reviewed by Board annually 	<p>Nominations Committee</p> <ul style="list-style-type: none"> • Appointment reviewed by Board annually 	<p>Nominations Committee</p> <ul style="list-style-type: none"> • Appointment reviewed by Board annually 	<p>Nominations Committee</p> <ul style="list-style-type: none"> • Appointment reviewed by Board annually 	<p>Nominations Committee</p> <ul style="list-style-type: none"> • Appointment reviewed by Board annually
Committees/ Panels/Specialist Officers	<p>Panels and Specialist Officers as required</p>	<ul style="list-style-type: none"> • State Committee of Lifesaving Services • State Committee of Training and Assessment • Lifeguard Panel • Powercraft Panel • Aerial and Marine Search and Rescue Panel • Medical Advisory Panel • Patrol Audit and Competition Panel • Extensive Specialist Officers as set out in position descriptions in By Law 9 	<ul style="list-style-type: none"> • Officials Panel • Aquatic Sports Development Panel • Pool Competition Panel • IRB Competition Panel • Lifesaving Events and Rescue and Resuscitation Panel • Victorian Surfboat Rowers League (VSRL) Panel 	<p>Panels and Specialist Officers as required</p>	<p>Panels and Specialist Officers 'as deemed appropriate for delegation purposes and specific expertise'</p>
Council Role	<ul style="list-style-type: none"> • Provide a forum for the conduit and sharing of information and issues for Club delegates • Notify the Board of relevant Club issues • Receive reports from directors and LSV employees in relation to Club matters • Elect a Council Executive and two ordinary directors 	<ul style="list-style-type: none"> • Provide a safe beach and aquatic environment through the provision of lifesaving services • Provide a forum for the conduit and sharing of information and lifesaving operations issues of Club delegates • Notify the Board of relevant lifesaving operations issues 	<p>Development and implementation of competition practices and procedures to achieve the highest standards of lifesaving competition for Victoria, using the most constructive policies and procedures from either or both SLSA and RLSSA. In particular, the ASC will be responsible for the</p>	<ul style="list-style-type: none"> • Facilitate and coordinate the development and implementation of member and leadership related activities that foster increased participation by young people and members in the broad range of current and future activities offered by LSV • Elect a Council 	<ul style="list-style-type: none"> • Advise the strategic direction, facilitation and coordination of development and implementation of education and training programs, resources, materials and services for public and private schools, swimming pools and waterways and for community safety programs in the broad range of current

Element	CLC	LSOC	ASC	MLDC	AEIEC
	<ul style="list-style-type: none"> • Elect or appoint two Council Representatives • Provide recommendations, policy advice and direction to the Board in relation to Club matters • Work to ensure that there is effective and efficient communication and cooperation between all Councils and LSV 	<ul style="list-style-type: none"> • Receive reports from directors and LSV employees in relation to lifesaving operations matters • Coordinate the consistency of lifesaving operations on a Victoria wide basis • Elect a Council Executive and two ordinary directors • Elect or appoint two Council Representatives • Provide recommendations, policy advice and direction to the Board in relation to lifesaving operations matters • Work to ensure there is effective and efficient communication and cooperation between all Councils and LSV 	<p>facilitation and coordination of:</p> <ul style="list-style-type: none"> • All pool competition series, including annual championships • All beach competition series, including annual championships • IRB/Powercraft competition, including annual championships • Common set of competition rules in each discipline of beach, pool and IRB • Coaching programs for each discipline pool, beach, and IRB • Officials program for each discipline and procedures for all competition disciplines • Risk management, policies and procedures for all competition disciplines • Anti-doping policies, procedures and education • The election of a Council Executive and one Ordinary Director • The election or appointment of one Council 	<p>Executive and one Ordinary Director</p> <ul style="list-style-type: none"> • Elect or appoint one Council Representative • Work toward the effective and efficient communication and cooperation between all Councils and LSV 	<p>and future activities offered by LSV</p> <ul style="list-style-type: none"> • Nominate one ordinary director who will be appointed by the Board following a recommendation by a Nominations Committee • Nominate two Council Representatives who will be appointed by the Board following a recommendation by a Nominations Committee • Work toward the effective and efficient communication and cooperation between all Councils and LSV • Advise LSV on its overarching strategy in aquatic education and industry engagement activities

Element	CLC	LSOC	ASC	MLDC	AEIEC
			<p>Representative</p> <ul style="list-style-type: none"> • The implementation of new competition disciplines as deemed relevant and appropriate • Effective and efficient communication and cooperation between all Councils and LSV 		
Council Executive Role	To oversee the management of the CLC	<p>Responsible for the management and coordination of lifesaving operations within Victoria, including facilitation, coordination, development, implementation and oversight of:</p> <ul style="list-style-type: none"> • Lifesaving and lifeguard services • Emergency management systems and procedures • Lifesaving training and assessment • Coastal risk management • The Council's role under the By Laws 	Responsible for the strategic development of LSV's aquatic sports	Provide leadership and direction regarding membership within LSV, including the coordination and development of related programs and activities	<ul style="list-style-type: none"> • Contribute to the development of the LSV strategic plan • Provide advice on strategies and operational plans for the achievement of the LSV strategic plan within the AEIEC's areas of focus • Provide advice on development, implementation and evaluation of: <ul style="list-style-type: none"> - Lifesaving and water safety research, education and public training - Pool safety programs, courses, resources and materials - Services for educational institutions, aquatic venues, local government and the general community

Element	CLC	LSOC	ASC	MLDC	AEIEC
					<ul style="list-style-type: none"> • Provide advice on a broad range of current and future activities for saving lives, preventing injury and enjoying the water • Establish panels and elect or appoint Specialist Officers as deemed appropriate for delegation purposes and specific expertise
<p>All Council Executives also have responsibility under By Law 8.1.2 for:</p> <ul style="list-style-type: none"> • Making submissions to the Executive Management Team regarding the annual budget process, where requested • Appointing panels and advisory committees to develop, investigate and control specific aspects of the work of the Council Executive • Approving operating briefs for each panel and advisory committee under its control, including the membership, objectives and operation of each panel or advisory committee • Approving the minutes of all panels and advisory committees under its control • Appropriately directing and empowering the Council’s Representative(s) to debate and vote at LSV General Meetings on behalf of the Council 					
Council Duties	<ul style="list-style-type: none"> • Provide guidance on the direction and improvement of Club administration and development • Assist in the implementation of Club governance, management and succession structures • Assist Clubs to implement efficient financial management • Develop Club level risk management policies 	<ul style="list-style-type: none"> • Receive reports from LSOC Officers • Receive national reports relating to lifesaving operations • Elect LSOC Officers at the annual Council meeting • Oversee, direct, implement, review and repeal policy, direction and oversight of all lifesaving operations as necessary 	<p>Responsible for providing guidance, input and feedback on options for the development and implementation of competition practices, procedures and handbooks including:</p> <ul style="list-style-type: none"> • Providing a forum for the conduit and sharing of information and addressing aquatic sport issues of Club delegates 	<p>Responsible for the management, development and implementation of membership development activities including:</p> <ul style="list-style-type: none"> • Development, facilitation and implementation of membership and leadership programs that foster member involvement in all aspects of lifesaving 	<p>None specified (noting that this Council focuses on Aquatic Industry liaison and education and less on operational duties related to program delivery, unlike the other Councils)</p>

Element	CLC	LSOC	ASC	MLDC	AEIEC
	<p>and procedures</p> <ul style="list-style-type: none"> • Assist Clubs to satisfy OH&S requirements • Assist Clubs with facilities management and improvement • Attract and retain members at all levels 	<ul style="list-style-type: none"> • Process decisions and recommendations made by LSOC State Committees, panels and subordinate bodies, as required • Discharge the duties of either LSOC State Committee, as referred by that LSOC State Committee, or where the LSOC deems it appropriate 	<ul style="list-style-type: none"> • Beach competition handbook, inclusive of age groups, award prerequisites, safety standards, reward systems and local rules • Pool competition handbook, inclusive of age groups, award prerequisites, safety standards, reward systems and local rules • IRB competition handbook, inclusive of award prerequisites, safety standards and local rules 	<ul style="list-style-type: none"> • Review of membership and leadership development practices • Recommend improvements and develop initiatives that result in the implementation of the highest standards that are in alignment with the policies and procedures of other Councils • Facilitation of youth representative forums to guide the direction of the MLDC • Development and facilitation of membership retention initiatives • Encourage and facilitate Club participation in membership development programs • Creation of links with like agencies fostering member development • Encouraging Clubs to adopt policies that ensure the rights of individuals are protected • Continuously review policies and 	

Element	CLC	LSOC	ASC	MLDC	AEIEC
				procedures of the MLDC	
Council Executive Duties	As determined by the CLC from time to time	<ul style="list-style-type: none"> • Provide direction to, and management and oversight of, all lifesaving operations within Victoria • Provide direction to, and oversight of, the LSOC State Committees, LSOC State Officers and panels • Report, address and provide recommendations to SLSA and the RLSSA and other peak bodies • Ensure compliance with current registered training organisation (RTO) standards, regulations and requirements • Manage the development, improvement, implementation, compliance and operation of lifesaving related standard operating procedures, policies and directives • Manage, monitor, review and audit the standards of lifesaving services 	<ul style="list-style-type: none"> • Promotion and facilitation of lifesaving competition at beaches and pool venues • Planning and implementation of junior, youth, senior and masters beach, pool, IRB, lifesaving and rescue and resuscitation competitions • Development of sponsorship and fundraising programs • Development and implementation of coaching programs for beach, pool and IRB disciplines to ensure qualified coaches and common educational programs • Development and implementation of an officials program for beach, pool and IRB competition disciplines to ensure that officials at these competitions are appropriately skilled and qualified • Development and implementation of risk 	<ul style="list-style-type: none"> • Continuously improve the delivery of membership related programs and initiatives • Expand and formalise LSV's position regarding membership development • Establish a leadership identification and development model to ensure LSV's future • Investigate new opportunities for membership development activities • Manage the MLDC Executive to achieve required outcomes • Act as a contact for MLDC delegates and MLDC Executive members • Help administer MLDC related activities • Organise a reward schedule for MLDC volunteers • Produce the MLDC component of LSV's annual report • Continuously develop an annual calendar of MLDC related administrative tasks 	<ul style="list-style-type: none"> • Establish new Panels as required to assist in the achievement of specific deliverables and ensure a Panel Convenor is appointed and persons are identified to join the panel • Identify, in conjunction with LSV employees, roles for Specialist Officers and ensure appropriately qualified or experienced persons are appointed to fill those roles • Work with appropriate personnel to ensure deliverables and objectives are met • Support LSV employees in the conduct of workshops, forums and other events for the purpose of disseminating information and ideas to AEIEC members • Support LSV employees in the collection and review of documents, references and similar materials to identify

Element	CLC	LSOC	ASC	MLDC	AEIEC
		<ul style="list-style-type: none"> • Maintain a strong level of communication and liaison with emergency services, associated agencies and organisations, allied organisations and national peak bodies • Provide recommendations to the LSOC on any matter the LSOC Executive deems appropriate • Administer processes including standardised forms, certificates, circulars/memos, newsletters and associated documents • Administer lifesaving grants, sponsorship, budgets and funding for Life Saving Clubs, LSOC Officers, lifesaving programs and initiatives • Deal with disciplinary matters and breaches of policies, procedures and directives in accordance with the By Laws • Develop and implement strategic business plans and operational plans 	<p>management policies and procedures for all competition disciplines</p> <ul style="list-style-type: none"> • Development of strategies to increase participation in lifesaving competition • Development and implementation of plans for the continuous improvement of the sport of lifesaving • Implementation of event water safety requirements • Representing Victorian interests in lifesaving competition at a national and international level • Directing the ASC Council Representative on how to vote on behalf of the ASC at LSV General Meetings and ASC general council meetings • Recruiting suitably qualified Members to fill the panels appointed by the ASC and ASC Executive • Responsibility for preparation of all competition carnival 	<ul style="list-style-type: none"> • Coordinate all relevant meetings under the MLDC 	<p>emerging trends and new developments that may be of interest to LSV employees and AEIEC members</p> <ul style="list-style-type: none"> • Advise on appropriate policies, procedures and systems to ensure community aquatic education and training is consistently developed and delivered to a high standard and that satisfies stakeholder needs • Support LSV employees in liaisons with other state and national branches of RLSSA and SLSA and related organisations, as appropriate • Liaise with the MLDC Executive in respect of the appointment of an AEIEC Representative to the MLDC Executive from time to time

Element	CLC	LSOC	ASC	MLDC	AEIEC
		<ul style="list-style-type: none"> • Appoint working groups, panels and assistant Area Training and Assessment Officers and Area Lifesaving Operations Officers as required • Receive reports from the LSOC State Committees, panels, LSOC Officers, the General Manager – Life Saving Club Development and the General Manager – Training and Pool Safety, and receive reports and advice from the LSV Technical Panel, as required • Discharge the duties of either of the LSOC State Committees, as referred by either LSOC State Committee, or where the LSOC deems it appropriate • Discharge the duties of the LSOC as required, where deemed appropriate by the LSOC or where a matter is deemed as urgent or time critical 	<p>programs</p> <ul style="list-style-type: none"> • Reviewing existing competition operational practices and procedures, and improving, developing and implementing the highest standards of lifesaving competition for Victoria, using the most constructive policies and procedures • Development and implementation of anti-doping policies and procedures and associated education programs to ensure coaches and competitors are conversant in appropriate anti-doping requirements in Australia, in accordance with WADA requirements 		
LSV Support Staff	<p>Council</p> <ul style="list-style-type: none"> • General Manager – Life Saving Club 	<ul style="list-style-type: none"> • General Manager – Lifesaving Services • General Manager – 	LSV aquatic sports staff	LSV employees as and when requested	Relevant LSV employees employed in the areas of education, public

Element	CLC	LSOC	ASC	MLDC	AEIEC
	Development <ul style="list-style-type: none"> • Manager – Lifesaving Operations • Support Officer – Club Development • Other LSV employees as appropriate Council Executive <ul style="list-style-type: none"> • General Manager – Lifesaving Services • Manager – Volunteer Support 	Training <ul style="list-style-type: none"> • Any other staff as delegated by the relevant General Manager 			training and pool safety and industry engagement (as approved by the CEO) as required
Support Levels	Paid staff of LSV assist Councils and Council Executives in a range of ways, including: <ul style="list-style-type: none"> • Administrative support for the nomination and election of volunteer officers • Administrative support for the preparation, conduct and reporting of Council and Council Executive meetings • Working with Council Executives to finalise annual action plans relating to Council work programs • Actioning elements of the work program by agreement with the Council Executive • Liaising with the portfolio directors in relation to the execution of their role as director 				

3.3. RASCI Framework

As one means to assess the effectiveness of the LSV governance structure, SIGPA has utilised a RASCI framework. A RASCI (Responsible, Accountable, Supporting, Consulted, Informed) framework is a tool that depicts the allocation of responsibilities and accountabilities for delivering an organisation's functions and activities. The RASCI framework for LSV (**the RASCI Framework**) focuses on LSV's existing programs and activities, and in particular the present oversight of the execution of the powers of the LSV Board and the roles and duties of the Councils and Council Executives, and LSV staff.

Noting that the RASCI Framework for LSV prepared by SIGPA is not necessarily exhaustive, via review of the LSV Constitution and By Laws and discussions with LSV, it highlights potential issues and risks for LSV, including:

There are examples of activity where no accountability appears to exist (and as such, presents significant organisational risk)

In some activity examples there is a duplication of activity 'ownership' that could cause a misalignment of execution and a misunderstanding as to who is accountable for the activity (and at the minimum, can create confusion and inefficiency)

in other activity examples, the primary accountability or responsibility for delivery of the activity appears to sit with the Council or its Council Executive with limited or no information being shared with the LSV Board, creating potential blind spots (and governance risk, especially to the LSV Board), even where LSV staff provides support for the delivery of activities

A second version of the RASCI Framework has also been prepared that identifies the potential future allocation of responsibilities and accountabilities under the new governance framework proposed by the recommendations set out in section 8.

Refer to Attachment 4 for more information on the construct of a RASCI framework, and both versions of LSV's RASCI Framework (existing and potential future).

4. Comparator Organisations

To identify and provide examples of different approaches to governance structures of organisations in the lifesaving and water safety movement and Aquatic Industry, six other organisations were analysed, namely:

- Surf Life Saving Australia
- Surf Life Saving New South Wales
- Surf Life Saving Western Australia
- Royal Life Saving Society – Australia
- Royal National Lifeboat Institution (United Kingdom)
- Australian Water Association Limited

The analysis consisted of a desktop review of each organisation’s constituent documents supplemented in some cases by consultations with representatives of the organisation.

These organisations were selected for review in one of two ways:

- The first four examples were selected because the nature of these organisations aligns with certain aspects of LSV’s operations (lifesaving and / or water safety) in Australia
- The final two examples were identified in consultations as examples of organisations operating, respectively, in lifesaving and in a related industry that may have relevant governance structure and functions for consideration in the Review

4.1. Summary of Comparator Organisations

4.1.1. Surf Life Saving Australia (SLSA)

The peak body for life saving in Australia.

Element	Reference	SLSA	Comments
Company structure	5.1	Company limited by guarantee	As for LSV
Number of board members	N/A	Up to 12 directors	-
Board composition	4.6, 6.2	<ul style="list-style-type: none"> • 7 appointed directors, 1 from each State Centre (traditionally the Presidents) • Up to 4 appointed by the 7 appointed directors and 	<ul style="list-style-type: none"> • The Constitution notes that diversity should be a consideration in the election/appointment of all directors

Element	Reference	SLSA	Comments
		<p>President having skills which complement the Board composition, but need not have exposure to surf lifesaving nor be a SLSA member</p> <ul style="list-style-type: none"> • President, elected by the 7 voting members (State Centres) via exhaustive preferential voting process • The SLSA CEO, who is not entitled to vote 	<ul style="list-style-type: none"> • Does not align with principle 4.6 (Board should have both elected and appointed directors) • Does not wholly align with principle 6.2 (Board shall appoint the chair)
<p>Board committees</p>	<p>6.1, ASC 5(b)/5(c)/7(c)</p>	<p>Board sub-committees:</p> <ul style="list-style-type: none"> • Finance, Audit and Compliance Committee • Appointments and Remuneration Committee • Nominations Committee • ICT Governance Group <p>Standing committees:</p> <ul style="list-style-type: none"> • Lifesaving Advisory Committee • Lifesaving Management Committee • Sport Advisory Committee • Sport Management Committee • Education Advisory Committee • Education Management Committee • Development Advisory Committee • Development Management Committee • Marketing and Communications Working Group • Partnerships Working Group • Australian Lifeguard Service Management Committee • Hall of Fame Committee • Honours Committee • History Committee • Meritorious Awards Selection Committee 	<ul style="list-style-type: none"> • Aligns with principle 6.1 (has Finance, Audit and Risk committee) • Wide range of additional committees covering both advisory and management committees, which come together each year, create substantial and duplicated workload for state representatives • No Council structure

Element	Reference	SLSA	Comments
		<ul style="list-style-type: none"> Surf Board Committee Competition Committee 	
Director terms	5.2	<ul style="list-style-type: none"> Directors, including the President, can serve a maximum of three consecutive terms of three years The President can only serve in that office for a maximum of three years 	Aligns with principle 5.2 (director term limits)
Membership	N/A	<ul style="list-style-type: none"> 7 State Centres (of which LSV is one) Affiliated Clubs Life Members Individual Members Other categories as may be created 	Only one category of member (State Centres) is entitled to vote
Member voting	N/A	<ul style="list-style-type: none"> Each State Centre, represented by their Appointed Director, has one deliberative vote at General Meetings The Chairman of the meeting may exercise a casting vote if voting is equal 	<ul style="list-style-type: none"> Resolutions are passed at General Meetings as special resolutions other than certain matters such as consideration of the accounts and auditor appointment The Chairman does not have a deliberative vote in addition to their casting vote
Alteration to Constitution	Other 7	Amendments may be made by special resolution, provided the amendment is submitted to the relevant Minister	-
Affiliations	N/A	N/A	-

4.1.2. Surf Life Saving NSW (SLSNSW)

The peak body for life saving in New South Wales. A member of SLSA.

Element	Reference	SLSNSW	Comments
Company structure	5.1	Company limited by guarantee	As for LSV
Number of board	N/A	Up to 9 directors	-

Element	Reference	SLSNSW	Comments
members			
Board composition	4.6, 6.2	<ul style="list-style-type: none"> • Three elected directors with specified roles: <ul style="list-style-type: none"> ○ President ○ Deputy President ○ Director of Lifesaving • Remaining four elected directors have no specified roles but chair Board committees • Elected directors are elected by a majority of votes of the Branch Presidents acting as State Councillors at the State Council meeting held for the election of directors • Elected directors must be individual members and not be Branch/Club Presidents or directors or hold any other role with a Branch or Club and must meet any other qualifications prescribed by the Board • Two directors may be appointed by the Board on a skills basis. These appointees need not be individual members (and cannot be Branch/Club President, director or other officer or employee) but the Board at its discretion can look initially to individual members to identify appropriate candidates for appointment • In making these appointments, the Board must consider any report or recommendations provided by the Nominations Committee • The Chief Executive Officer also attends Board meetings but is not a voting member of the Board 	<ul style="list-style-type: none"> • Aligns with principle 4.6 (Board should have both elected and appointed directors) • Does not align with principle 6.2 (Board shall appoint the chair) • Board has recently undertaken a major review of its Constitution and moved from a portfolio directorship arrangement to a system of portfolio standing committees • The State Council consists of the Presidents of each of the 11 branch members and the SLSNSW President. Its role includes: <ul style="list-style-type: none"> ○ Election of directors ○ Amending the Constitution ○ Informing the Board of significant membership issues as they arise ○ Assisting in the design and review of the organisation's strategic direction • Where there are insufficient nominations to fill elected director positions, the nominees shall be deemed elected, and any unfilled position be filled as a casual vacancy • The Nominations Committee also has a role to play in the election of elected directors, including: <ul style="list-style-type: none"> ○ Assisting the Board in developing a skills matrix and candidate criteria ○ Gathering candidate information ○ Reviewing the candidate information and provide a report on suitability,

Element	Reference	SLSNSW	Comments
			<p>strengths and fit with the needs and ethos of SLSNSW to the State Council, each electing member</p> <ul style="list-style-type: none"> The Nominations Committee also has a role in identifying possible candidates for future appointments as appointed directors
Board committees	6.1, ASC 5(b)/5(c)/7(c)	<ul style="list-style-type: none"> Nominations Committee Finance, Audit and Compliance Committee Risk Committee Investment Advisory Committee Lifesaving Committee Education Committee Surf Sports Committee Member Services Committee Life Membership and Honours Committee Meritorious Awards Committee 	<ul style="list-style-type: none"> Aligns with principle 6.1 (has Finance, Audit and Risk committee) Each of these Committees are standing committees reporting to the SLSNSW Board Each is underpinned by a Board-approved charter Each Committee may be authorised by the Board as required to create special committees or sub-committees or appoint individual officers or consultants to carry out duties and functions and given such powers as the Board determines Each Chair of a Committee can liaise with the SLSNSW members as they see fit, provided those interactions are respectful, professional and for the purpose of advancing the interests of SLSNSW Certain powers that might otherwise be informed by Committees are embedded in the Constitution, including the scope of patrol hours
Director terms	5.2	<p>Elected Directors</p> <ul style="list-style-type: none"> A maximum of two continuous terms of three years Director rotation is set out in the Constitution and requires one of the President, Deputy President 	<ul style="list-style-type: none"> Aligns with principle 5.2 (director term limits)

Element	Reference	SLSNSW	Comments
		<p>and Director of Lifesaving to be up for election each year</p> <p>Appointed Directors</p> <ul style="list-style-type: none"> A maximum of two continuous terms of three years 	
Membership	N/A	<ul style="list-style-type: none"> 11 State Branches (each must represent five or more Clubs) Life Members 129 Clubs Individual Members Other categories as may be created 	<ul style="list-style-type: none"> Branches and Clubs must be incorporated entities Only one category of member (State Branches) is entitled to vote at SLSNSW General Meetings and to elect directors
Member voting	N/A	<ul style="list-style-type: none"> Each Branch, represented by their State Councillor, has one deliberative vote Directors are elected by a majority of votes of Branch Presidents acting as State Councillors The Chairman of the meeting may exercise a casting vote if voting is equal 	<ul style="list-style-type: none"> Any new category of member may only be granted voting rights via a special resolution The maximum 11 votes cast 'represent the collective intent of all 129 Clubs'
Alteration to Constitution	Other 7	Amendments must be approved by the State Council by way of a special resolution at a State Council meeting	-
Affiliations	N/A	SLSA	-

4.1.3. Surf Life Saving Western Australia (SLSWA)

The peak body for life saving in Western Australia. A member of SLSA.

Element	Reference	SLSWA	Comments
Company structure	5.1	Incorporated Association	Different from LSV
Number of board members	N/A	Up to 8	-
Board	4.6, 6.2,	<ul style="list-style-type: none"> Board made up of: 	<ul style="list-style-type: none"> Does not align with principle 4.6

Element	Reference	SLSWA	Comments
composition	Other 5	<ul style="list-style-type: none"> ○ President ○ 6 other directors ○ CEO (voting) ● The Board may provide in regulations for certain portfolios in order to further the constitutional objects ● The Board can also co-opt individuals with appropriate skills or expertise to act in an advisory role to the Board ● All director roles are elected by State Council 	<p>(Board should have both elected and appointed directors)</p> <ul style="list-style-type: none"> ● Does not align with principle 6.2 (Board shall appoint the chair) ● Does not align with principle 'Other 5' (CEO will not normally be a director of the Board) ● State Council consists of the SLSWA President and a delegate from each affiliated Club. The President has a casting vote but no deliberative vote ● No portfolios have been created for directors. The Board is supported by subject-specific committees such as the Lifesaving Committee and the Sports Committee
Board committees	6.1, ASC 5(b)/5(c)/7(c)	<ul style="list-style-type: none"> ● Finance and Audit Committee ● Risk and Governance Committee ● Strategic Committee ● Lifesaving Committee ● Sports Committee ● Education and Training Committee ● Australian Honours and Awards Committee ● Development Committee 	<ul style="list-style-type: none"> ● Aligns with principle 6.1 (has Finance, Audit and Risk committee) ● Range of additional subject-specific committees covering key areas of organisation's business such as the Lifesaving Committee and the Sports Committee ● The Board may create or establish or appoint from among its own members or otherwise special committees, subcommittees, boards, individual officers or consultants to carry out such duties and functions, and with such powers, as the Board determines ● Any entity exercising delegated powers may co-opt individuals with appropriate experience or expertise to that entity, subject to the Board's right of veto in respect of that person

Element	Reference	SLSWA	Comments
Director terms	5.2	Maximum of 9 years (three consecutive terms of three years)	<ul style="list-style-type: none"> Directors may not serve any further terms on the Board after retirement following three terms, unless in a casual vacancy role Aligns with principle 5.2 (director term limits)
Membership	N/A	<ul style="list-style-type: none"> Affiliated Clubs (31) Life Members Individual Members Other categories as may be created 	<ul style="list-style-type: none"> Only one category of member (Affiliated Clubs) is entitled to vote on SLSWA business and to elect directors
Member voting	N/A	<ul style="list-style-type: none"> Each Club, represented by their Club Delegate, has one deliberative vote at General Meetings Resolutions are passed at General Meetings by a majority of votes of Club Delegates The Chairman of the meeting may exercise a casting vote if voting is equal but has no deliberative vote 	<ul style="list-style-type: none"> Only Clubs have a right to vote at SLSWA General Meetings
Alteration to Constitution	Other 7	Only by special resolution and with the approval of the Commissioner of the Department of Mines, Industry Regulation and Safety and Minister. Certain alterations (dissolution and authority to trade) also require the approval of the Minister for Commerce	-
Affiliations	N/A	SLSA	-

4.1.4. Royal Life Saving Society - Australia (RLSSA)

The peak body for drowning prevention activities in Australia.

Element	Reference	RLSSA	Comments
Company structure	5.1	Company limited by guarantee	As for LSV
Number of	N/A	Up to 11 directors	-

Element	Reference	RLSSA	Comments
board members			
Board composition	4.6, 6.2	<ul style="list-style-type: none"> Each of the 8 Members may appoint a director through its Governing Committee (being the management committee or Board of a Member) The Board may appoint an additional 3 directors who are independent of each Member's Governing Committee The Board appoints the President and Deputy President from its number 	<ul style="list-style-type: none"> Aligns with principle 4.6 (Board should have both elected and appointed directors) Aligns with principle 6.2 (Board shall appoint the chair)
Board committees	6.1, ASC 5(b)/5(c)/7(c)	<ul style="list-style-type: none"> The Board may form and delegate powers to a committee consisting of directors and other persons as it sees fit The Board has a standing Finance and Audit Committee. The President and Deputy President are not eligible to be members of that Committee 	<ul style="list-style-type: none"> Aligns with principle 6.1 (has Finance, Audit and Risk committee)
Director terms	5.2	<ul style="list-style-type: none"> Directors may hold office for a maximum of five consecutive terms of two years Directors who have served a maximum term are eligible for reappointment after a lapse of two years from last holding office as a director The President and Deputy President hold those offices for up to three years and may only hold the office once in any period served on the Board 	<ul style="list-style-type: none"> Aligns with principle 5.2 (director term limits)
Membership	N/A	<ul style="list-style-type: none"> The Royal Life Saving Society - Australia A.C.T. Branch Royal Life Saving Society of Australia (New South Wales Branch) Royal Life Saving Society 	<ul style="list-style-type: none"> Each constituent member is entitled to vote

Element	Reference	RLSSA	Comments
		<p>(Australia) NT Branch Incorporated</p> <ul style="list-style-type: none"> Royal Life Saving Society Queensland Incorporated The Royal Life Saving Society Australia, South Australia Branch Incorporated The Royal Life Saving Society - Australia Tasmania Branch Incorporated Royal Life Saving Society Australia - Victoria Branch Limited The Royal Life Saving Society, Western Australia Incorporated The Board may also admit honorary members 	
Member voting	N/A	<ul style="list-style-type: none"> Each Member has one deliberative vote at General Meetings. Honorary Members are not entitled to vote Resolutions are passed at General Meetings by a majority of votes of Members The Chair of the meeting does not have a deliberative vote not a casting vote, even where voting is equal 	-
Alteration to Constitution	Other 7	Not covered	<ul style="list-style-type: none"> The Constitution reviewed (2014) noted on its cover that it incorporated amendments made by special resolution, as is permissible under the Corporations Act 2001
Affiliations	N/A	Royal Life Saving Society (Commonwealth)	-

4.1.5. Royal National Lifeboat Institution (RNLI) United Kingdom

The RNLI is a charitable organisation responsible for life saving at sea and in inland waterways in the United Kingdom.

Element	Reference	RNLI	Comments
Company structure	5.1	Registered Charity	<ul style="list-style-type: none"> The RNLI is a water safety and lifesaving institution operating in the UK under Royal Charter and a set of Bye-Laws (spelling is as per the RNLI documents). The objects of the RNLI are to save lives, promote safety and provide relief from disaster at sea and on inland waters RNLI is run through a Board of Trustees who are supported by a Council and separate Advisory Committees whose operations are outlined in the Bye-Laws
Number of board members	N/A	<ul style="list-style-type: none"> At least 10 and no more than 16 Trustees, each of whom must be a Governor (who is an individual having full membership of the RNLI) The Board of Trustees will appoint a Chairman from among its number The Board of Trustees may appoint a Deputy Chairman, Treasurer or Vice Chairman from among its number 	<ul style="list-style-type: none"> The Board of Trustees may also appoint an honorary President for such term of office decided by the Board. The President cannot be a Trustee
Board composition	4.6, 6.2	<ul style="list-style-type: none"> Trustees are recommended by a Membership Nomination Committee to be appointed or reappointed as a Trustee at an Annual General Meeting of the Council The Council may pass a resolution to appoint or reappoint a Trustee The Board of Trustees may also appoint a Trustee to fill a vacancy 	<ul style="list-style-type: none"> Trustees nominated by the Committee must be endorsed by the Council through passing a resolution at the Annual General Meeting sanctioning their appointment or reappointment

Element	Reference	RNLI	Comments
Board committees	6.1, ASC 5(b)/5(c)/7(c)	<ul style="list-style-type: none"> • The Council is established as an advisory board committee and includes at least 25 and no more than 77 Governors including the President and up to 10 Ex-Officio Governors (appointed by the Board). The remaining 66 Governors will be elected in line with the process in the Bye-Laws, including that all who nominate or are nominated shall be considered by the Membership Nomination Committee and those recommended candidates included in the notice of General Meeting at which the election will occur • Council members may ordinarily serve a maximum of three terms of three years unless the Membership Nomination Committee at its discretion recommends the Council member be elected again for one or more further terms • The Board of Trustees may delegate powers to committees that can include Trustees or any other suitable people. These committees must act within the powers imposed by the Board of Trustees • The Board of Trustees may also establish Advisory Committees that shall operate in line with the terms set out by the Board 	<ul style="list-style-type: none"> • The Council is established as a group of volunteer Governors to advise and assist the Board of Trustees • The Board of Trustees is also supported by Advisory Committees • The Bye-Laws do not specify that a standing Finance, Risk and Audit Committee be established • However, the Board of Trustees have established the following standing committees: <ul style="list-style-type: none"> ○ Audit and risk ○ Nominations ○ Remuneration ○ Property ○ Investment • Further, the Board of Trustees have established advisory committees including the following committees: <ul style="list-style-type: none"> ○ Operations ○ Technical ○ Finance ○ Heritage ○ Medical ○ Scottish Council ○ Council for Ireland ○ People
Director terms	5.2	<ul style="list-style-type: none"> • Trustees can serve up to three continuous terms of three years • Trustees may be eligible to be appointed again if a 'break 	<ul style="list-style-type: none"> • Aligns with good governance standards by imposing limits on terms

Element	Reference	RNLI	Comments
		<p>period' of three years has passed since last holding office as a Trustee. During the break period the Trustee may be appointed or serve as a Council member or an Advisory Committee member</p> <ul style="list-style-type: none"> Trustee rotation is set out in the Bye-Laws The Chairman can be appointed for a period of up to three years and then reappointed on such terms as the Board of Trustees decides, subject to the Chairman vacating office at the end of their term as a Trustee 	
Membership	N/A	<p>Five classes of membership:</p> <ul style="list-style-type: none"> Governors Life Governors Ex-Officio Governors Honorary Life Governors Subscription Members 	<ul style="list-style-type: none"> Only Governors can vote at RNLI General Meetings Subscription members may attend but not vote at General Meetings
Member voting	N/A	<ul style="list-style-type: none"> Any Governor can attend and vote at a General Meeting of the Council Resolutions are passed at General Meetings by a majority of votes of Governors (up to 77 votes) The Chairman of the meeting has a deliberative vote as a Governor and may also exercise a casting vote if voting is equal 	-
Alteration to Constitution	Other 7	<ul style="list-style-type: none"> The Board of Trustees may make, change or withdraw rules or regulations to enable the proper conduct and management of RNLI The Royal Charter can be surrendered by three quarters 	-

Element	Reference	RNLI	Comments
		of Governors voting in a General Meeting, following which RNLI would be wound up	
Affiliations	N/A	N/A	-

4.1.6. Australian Water Association Limited (AWA)

The peak organisation in Australia for sustainable water management.

Element	Reference	AWA	Comments
Company structure	5.1	Company limited by guarantee	<ul style="list-style-type: none"> As for LSV AWA is an industry body that connects participants in the national water management industry
Number of board members	N/A	<ul style="list-style-type: none"> Ordinarily, no less than 6 and not more than 9 A tenth director may be allowed for a President-Elect who has less than three years of their term remaining, who is eligible to serve for an additional three year term as President (for two years) and Immediate Past President (for one year) 	-
Board composition	4.6, 6.2	<ul style="list-style-type: none"> Prior to each Annual General Meeting the AWA Strategic Advisory Council shall meet and select replacements for retiring directors from those members who have nominated for office Those selected by the Council must be 'ratified' at the Annual General Meeting by voting members 	<ul style="list-style-type: none"> The Strategic Advisory Council consists of two representatives from each AWA branch and one representative from each Sustaining Member organisation. Members of this Council cannot also be directors Does not align with principle 4.6 (Board should have both elected and appointed directors) Does not align with principle 6.2 (Board shall appoint the chair)
Board	6.1, ASC 5(b)/5(c)/	<ul style="list-style-type: none"> The Board may appoint committees of members to 	<ul style="list-style-type: none"> The Strategic Advisory Council exists to support the election of

Element	Reference	AWA	Comments
committees	7(c)	<p>undertake such business or matters as the Board may deem fit</p> <ul style="list-style-type: none"> • Committees may co-opt any person or establish sub-committees as considered necessary or desirable • AWA has established a range of committees: <ul style="list-style-type: none"> ○ Governance and Audit ○ Member Experience ○ Succession Planning, People and Culture ○ International, Regional and Remote Programs • Each committee is supported by a terms of reference 	<p>directors and also to assist in the organisation's strategic planning process</p> <ul style="list-style-type: none"> • Aligns with principle 6.1 (has Finance, Audit and Risk committee)
Director terms	5.2	<ul style="list-style-type: none"> • Directors can serve up to three consecutive terms of two years • At least four re-nominating directors must be reappointed to the Board, subject to ratification at the Annual General Meeting 	<ul style="list-style-type: none"> • Aligns with principle 5.2 (director term limits)
Membership	N/A	<ul style="list-style-type: none"> • Individual Members (professional, concession and life members who are admitted by the Board to membership) • Corporate Members (Bronze, Silver, Gold, Education, Platinum and Principal members, admitted by the Board to membership) • Sustaining Members (any significant water industry sector organisation admitted by the Board to membership), of which there can only be up to 4 at any one time 	<ul style="list-style-type: none"> • Only Individual Members and Corporate Members (via their nominee) have the right to vote at any General Meeting
Member voting	N/A	<ul style="list-style-type: none"> • Each Individual Member and each Corporate Member (via their nominee) has the right to vote at General Meetings 	<ul style="list-style-type: none"> • Sustaining Members have the right to appoint a person to represent them on the Strategic Advisory Council but not to

Element	Reference	AWA	Comments
		<ul style="list-style-type: none"> Members entitled to vote have one vote The chairperson of any meeting shall be entitled to a deliberative vote and in the event of equality of votes shall be entitled to a further casting vote 	vote at General Meetings
Alteration to Constitution	Other 7	Constitution may be altered by special resolution	-
Affiliations	N/A	International Water Association	-

4.2. Features, Insights and Observations

The following features, insights and observations are noted across the six comparator organisations:

- Each of the governance models reviewed displays one or more elements that do not align with good governance practice. Specifically, none of these models would meet in all respects each of the standards set out in the Good Governance Standards Framework (set out in section 5). As such, none of the models reviewed would be fit for purpose for LSV to accept in their entirety, based on the objective of identifying good governance standards
- Each organisation has established committee structures that are advisory in nature. Powers granted to committees are limited by terms of reference or charters. In some cases, delegation of power is limited by retaining powers for the Board, such as the right to veto individuals co-opted onto such committees (SLSWA) or over sensitive subject matter such as patrol hours (SLSNSW)
- No organisation utilises portfolio directors other than SLSNSW who retains a Director of Lifesaving (representing a minority of Board positions). Other than the representative director model utilised by SLSA and RLSSA (primarily via State representatives), directors may be elected or appointed through a range of different models. Certain features of the voting systems used in these organisations are targeted at ensuring directors are considered who bring experience of the industry to the Board. This includes either making membership an eligibility criterion or giving consideration to those who are members before looking further afield for appropriately skilled directors

We have drawn from the principles illustrated by these comparative models to inform the governance opportunities for LSV (refer to section 5) and the development of the Review’s recommendations (refer to section 8). This includes the use of committee structures that are advisory in nature, the scope of responsibilities of directors and how voting structures are used in decision making and director elections.

5. Good Governance Standards Assessment Framework

5.1. The Basis for the Framework

In order to undertake an assessment of LSV's current state against good governance standards and practices, SIGPA sought to identify an appropriate framework of good governance. A number of frameworks were reviewed for their relevance including:

- Australian Stock Exchange 'Corporate Governance Principles and Recommendations' (4th edition, 2019)
- Australian Institute of Company Directors 'Not-for-Profit Governance Principles' (2nd edition, 2019)
- Australian Charities and Not-for-profit Commission Governance Standards (as published on its website from time to time at <https://www.acnc.gov.au/for-charities/manage-your-charity/governance-hub/governance-standards>)
- Australian Sports Commission Good Governance Principles (August 2020)

Acknowledging LSV is an emergency services organisation and sport forms an important element of its purpose and operations, of these governance 'standards', the most detailed, holistic and relevant was that of the Australian Sports Commission (**ASC**). As a result, the principles within this document formed the basis for our framework to assess LSV's current governance structure.

The ASC Sports Governance Principles (**the Principles**), published in August 2020, superseded an earlier (2012) version. The Principles are designed to be used throughout the Australian sport sector at the level of national, state or local sporting organisations to support the establishment of good governance and continuous improvement. Critically, and specifically relevant for LSV, is that the Principles have application for member-based organisations (which LSV is one).

The nine Principles are as follows:

- Principle 1: The Spirit of the Game – Values-driven culture and behaviours
- Principle 2: The Team – Aligned sport through collaborative governance
- Principle 3: The Gameplan – A clear vision that informs strategy
- Principle 4: The Players – A diverse board to enable considered decision-making
- Principle 5: The Rulebook – Documents that outline duties, powers, roles and responsibilities
- Principle 6: The Playbook – Board processes which ensure accountability and transparency
- Principle 7: The Defence – A system which protects the organisation
- Principle 8: The Best and Fairest – A system for ensuring integrity
- Principle 9: The Scorecard – Embedded systems of internal review to foster continuous improvement

Each of these Principles is supplemented by supporting commentary, including a number of Recommendations to help sporting organisations address the Principles.

The Principles are further supplemented by 37 Good Governance Standards. The Standards are measures by which member-based organisations can evaluate the effectiveness of their governance systems and processes.

In essence, the Principles form the basis for the ‘*Good Governance Standards Framework*’ (the Assessment Framework) that has been applied to assessing the structure and governance (and associated practices) of LSV (and has formed the basis of a number of structure and governance reviews undertaken by SIGPA’s practitioners).

SIGPA has supplemented the Principles in the Assessment Framework to ensure enhanced relevance and applicability to LSV as an emergency management organisation, namely:

- Australian Stock Exchange ‘Corporate Governance Principles and Recommendations’ (4th edition, 2019)
- Australian Institute of Company Directors ‘Not-for-Profit Governance Principles’ (2nd edition, 2019)

Ultimately, the Assessment Framework was shared with and approved by LSV management and the Governance Committee prior to the assessment taking place. It was the primary tool for assessing the key structural and governance elements of LSV to understand gaps in good practices across documentation and practice (**the Gap Analysis**).

The *Good Governance Standards Framework* can be found in Attachment 5.

5.2. The Key Findings from the Gap Analysis

This section documents the key findings and insights from the Gap Analysis of LSV’s current state against good structure and governance practices (found in the Assessment Framework). It includes:

- An assessment of LSV’s current state against the Assessment Framework, presented in a table that sets out the nine Principles plus other good governance practices not specifically referenced in the Principles and, under each:
 - Lists the respective Standards and Recommendations that pertain to the Principle
 - For each Standard and Recommendation, assesses the extent to which LSV currently aligns, rated as ‘aligned’, ‘partially aligned’, ‘not aligned’ or ‘not assessed’
 - Provides brief commentary of LSV’s current state in respect of the Standard or Recommendation, with reference to good practices for the relevant Standard or Recommendation, as determined via a range of sources including the Principles and other sources
 - Identifies gaps between LSV’s current state and the Standard or Recommendation
- Other Matters identified that either do not relate directly to the Principles, or span a number of Principles
- The key issues that LSV should aim to address in light of the Gap Analysis

For clarity, this assessment was undertaken for LSV only and not its respective Councils, Clubs or other key stakeholders. Therefore, the table only refers to such entities where the Assessment Framework specifically relate to stakeholders or related entities.

The Gap Analysis and completed Assessment Framework in its entirety can be found at Attachment 5. A summary of the findings (being the ‘key issues’ referred to in the dot points above) are presented below.

These are categorised as follows:

Category	Basis	Shading
Fundamental Issue – Constitutional	Significant constitutional matter likely to generate challenge and debate requiring member approval	Yellow
Functional Issue – Constitutional	Less significant constitutional matter requiring member approval	Light Yellow
Fundamental Issue – Non-Constitutional (includes By Laws)	Significant non-constitutional or by laws matter likely to generate challenge and debate	Grey
Functional Issue – Non-Constitutional (includes By Laws)	Less significant non-constitutional or by laws matter	Light Grey

The table below refers to the completed Assessment Framework and also provides brief commentary on the implications of the issue for LSV.

Issue #	Gap/Key Issue	Reference	Assessment/Implication
Fundamental Issue – Constitutional			
1	Adequacy of oversight by Board of Council/Council Executive actions	2.2	Do the current powers of Councils create risk for the organisation or blur lines between governance and management?
2	Optimal Board composition is limited by the director election system	4.1, 4.2, ASC 4, Other 2	Does the existing election mechanism ensure the Board has access to diversity and necessary skills to govern LSV and manage its risk?
3	Lack of independence of directors	4.4, 6.4, ASC 6	By design, can portfolio directors be independent (whether it be actual or perceived) and act in the best interests of LSV as a whole? Is the risk of potential conflicts exacerbated by allowing ordinary directors to continue to hold operational and/or strategic positions at state-level or in Clubs/Associate Members?

Issue #	Gap/Key Issue	Reference	Assessment/Implication
4	Limited role of Nominations Committee	4.5, ASC 5(c)	Could the Nominations Committee play a greater role in properly identifying and recommending suitable candidates for all director positions for the Board?
5	Extensive executive/operational powers granted to Councils, Council Executives and officer roles, blurring the line of separation of governance (via Councils) and management	9.5, ASC 5(a), Other 3	Do the powers of Councils limit the effectiveness of management, whilst also creating more risk for LSV (given previously noted disconnects with Board oversight of Council activities)?
6	Appointment of external President	6.2	Does the current President election/appointment process always lead to the best candidate for the role being selected? Does this impact upon the effective and efficient workings of the LSV Board?
7	Potential for disconnect between constituents and Councils	Other 7	Do the existing workings of Councils ensure members' and Aquatic Industry partners' views and preferences are reflected in Council Representatives' voting on matters such as for constitutional change?
Functional Issue – Constitutional			
8	No formal stakeholder engagement plan to entrench ongoing engagement with stakeholders	2.1	Should engagement between LSV and members and the Aquatic Industry be more formalised to (a) build levels of trust and understanding between Clubs, the Aquatic Industry, Councils and LSV and (b) ensure that information flows to and from all members and Aquatic Industry partners?
9	Elections for ordinary directors (excluding AEIEC) and volunteer roles require the active participation of Club delegates (which is not always assured)	4.5	Is the Council voting system still an effective method to elect directors and volunteer officers? Is the Member voice adequately captured, particularly if Club and Aquatic Industry delegates do not participate in Council elections and other Council business?
10	Tenure of ordinary directors can be unlimited (provided there is a 12-month gap between each maximum period of office)	5.2, 5.3	Do the somewhat unlimited terms of LSV directors impact upon the Board's effective workings and succession planning?

Issue #	Gap/Key Issue	Reference	Assessment/Implication
11	Potential lack of independence in the FRAC	6.1	Is there a problem with independence within the FRAC and, if so, does this increase the risk to LSV?
12	No limit on appointment of the CEO to the Board	6.3	Should such a loophole be closed to ensure the provision of good governance practice for LSV?
13	Size of board to be between five and nine directors	Other 9	Is the LSV Board operating effectively given its size?
Fundamental Issue – Non-Constitutional (including By Laws)			
14	Adequacy of oversight by Board of Council/Council Executive actions	2.2	Do the current powers of Councils create risk for the organisation or blur lines between governance and management?
15	Functional actions and decisions of Councils can impact on overall LSV financial position without adequate approvals by LSV	AICD 6.2	Are LSV's financial delegations and financial management policies appropriately managing risk as they relate to Council actions and decisions?
16	Adequacy of Council risk reporting to the Board relating to any financial, operational, legal or reputational risk or liability	7(c), AICD 9.2	Are LSV's organisation-wide risks being appropriately managed given the content of Council action plans and associated reporting to the LSV Board?
17	No system for the assessment of the performance of individual directors	9.1	Are the effective workings of the LSV Board, including management of risk, impacted by there not being any evaluation of individual director performance?
18	Extensive executive/operational powers granted to Councils, Council Executives and officer roles, blurring the line of separation of governance (via Councils) and management	9.5, ASC 5(a), Other 3	Are the allocation of roles and responsibilities within LSV (including key decision making) creating risk and inefficiency for the organisation? Does this allocation limit the effectiveness and accountability of management?
19	No clear succession plan or documented succession planning process for the LSV Board	9.8	Without clear succession planning, does this impact upon the effectiveness of the LSV Board, both now and into the future?

Issue #	Gap/Key Issue	Reference	Assessment/Implication
Functional Issue - Non-Constitutional (including By Laws)			
20	No formal stakeholder engagement plan to entrench ongoing engagement with stakeholders	2.1	Should engagement between LSV and members and Aquatic Industry partners be more formalised to (a) build levels of trust and understanding between Clubs, the Aquatic Industry, Councils and LSV and (b) ensure that information flows to and from all members and Aquatic Industry partners?
21	Strategic plan does not include specific budget or operational targets of Councils	3.1	Would LSV benefit from specific and measurable targets in Council action plans to align with LSV's strategic plan to build Council accountability?
22	Level of detail in Board meeting minutes	ASC 6(b)	Do the minutes provide sufficient information, particularly in relation to conveying the substance of matters discussed? Do the minutes impact upon the effective workings of the LSV Board?
23	LSV does not publicly publish its risk register	ASC 6(d)	By not sharing aspects of LSV's risk management program with members and Aquatic Industry partners, does this lessen the accountability of the LSV Board (and management)?
24	LSV website provides outdated information about the Victorian Child Safe Standards	7.1	By not providing accurate information, does this raise the risk of LSV and constituent non-compliance and potentially put at risk children and young people?
25	No formal system for annual review of LSV compliance with all legislative and regulatory requirements	ASC 7(d)	How can LSV ensure its risk (and that to its members and Aquatic Industry partners) is being managed without such a system being in place?
26	Director/staff communication protocols permit unfettered liaison by ordinary directors with executive management responsible for the portfolio held by the director	Other 6	Does this method of working impact on staff effectiveness and divert director efforts towards operational rather than strategic activity?

6. Engagement Findings and Opportunities

This section summarises the key findings arising from engagement with key stakeholders (including the survey of LSV stakeholders) and identifies opportunities for governance structural change within LSV. These issues and opportunities form the basis for the recommendations of the Review. These findings have been aligned where possible with the gaps and key issues outlined in the desktop Gap Analysis set out in the Good Governance Standards Assessment Framework set out in section 5.

The sources of information that informed this section were:

Consultations

Consultations were undertaken with a broad group of stakeholders, including the LSV President and LSV Directors, Council Chairs, Council Executives, Life Members, Club Presidents, SLSA, RLSSA, Aquatic Industry representatives, LSV executive staff including the Chief Executive Officer, Company Secretary, Executive General Managers and other interested parties. These interviews took the form of individual face to face and online consultations and group workshops.

Opinions were many and varied among these groups. We have not attempted, nor would it be beneficial, to restate or summarise the views and opinions of all groups. Rather, this section seeks to identify the major, ‘big picture’ themes, issues, challenges and opportunities arising from our consultations that are addressed by the recommended changes to LSV’s governance structure set out in section 8.

Stakeholder Survey

An online survey of selected stakeholders was undertaken to better understand their experiences and perspectives of the governance of LSV and its impact on individual participants, Clubs, the Aquatic Industry and LSV Councils. The survey was developed by SIGPA and distributed by LSV to relevant stakeholders including the LSV Board, Council Executives, Life Members, Club Presidents and Board Committee members. Those respondents answering the survey on behalf of an entity such as a Club or an Aquatic Industry stakeholder were asked to submit a single response to the survey on behalf of their members.

The following information is important in interpreting the survey data presented throughout this section:

- A total of 52 responses to the survey were received although not all respondents answered all questions
- Of these, 45 (87%) were members of lifesaving clubs, with 17 (33%) of all respondents being Club Presidents

Based on the particulars of these responses, the results of the survey are not considered fully representative across LSV’s 57 Clubs or its other stakeholders including members of the Aquatic Industry. Survey results have not been relied upon as the sole basis for identifying any key themes or substantive findings. However, data and qualitative commentary provided by survey respondents have been used in this section of the report to supplement themes identified through the consultation process.

The themes and associated opportunities follow over the page.

6.1. Strengthening the Member Voice

A key feature of any governance structure is that all members (that is, participants and stakeholders) feel that they have a ‘voice’ and are represented by their leaders.

LSV has a substantial membership base and is heavily dependent on the efforts of its members volunteering to support LSV activities and programs.

6.1.1. Club Delegate System

Through our consultation and engagement with LSV stakeholders, it is clear that many Clubs and individual members feel that existing mechanisms designed to engage the member voice and feed information back to the membership are not working as well as intended.

A principal mechanism for capturing the member voice is the Club delegate system, through which delegates nominated by each Club attend Council meetings. This allows delegates to participate, on behalf of their Club, in the business of the Council. The delegate system does not apply to the AEIEC.

This system relies on the active participation of members and two-way communication – the effective sharing by the Club delegate of their constituents’ voice into the Council structures, and the sharing back to their constituents of LSV and Council information made available to delegates through the Council system. It is understood by stakeholders that delegates are not mandated to follow or represent their Club’s view and there is nothing to stop delegates from manipulating Council deliberations to share views that are personal rather than Club-directed.

Consultation Insight

“For the Councils to work in the interests of the Clubs, the Clubs need to have the right structure in place so that it is the Club’s voice being heard at Council meetings and not an individual’s. Information is sometimes not getting back to Clubs due to only going to delegates. At the moment this is a single point of failure with communication.”

- Survey Respondent

This has resulted in other mechanisms organically springing up outside of the present governance structure, such as the Club Presidents’ Forum, to provide Clubs a means to directly access and convey information of relevance to their own membership. This forum addresses a broad spectrum of all activities across a Club, not isolated to the remit of each Council as designated in the By Laws. Club officials also report ‘workarounds’ through which they tap into their networks in order to get what they need for their Clubs rather than relying on existing LSV or Council processes.

Consultation Insight

“LSV does not communicate very well. Inquiring about issues usually does not get an adequate response or no response at all. There is no contact list for particular departments unless you are part of the ‘group’ [That is, well connected to LSV staff through personal networks].”

- Survey Respondent

However, a counterview expressed was that Clubs do not work hard enough to ensure that they have the best people attending meetings and adequate protocols in place for reporting of outcomes. The system allows a ‘voice’ but not all have used it to its optimum.

At the same time, engagement with Councils in the form of attendance by Council delegates (from the Clubs) is low, with each Council reporting relatively low levels of attendance at Council meetings across each year. Some Club representatives have admitted as much.

6.1.2. Member Right to Vote

This Council structure is also felt to create ‘distance’ between members and the LSV Board. Some Club representatives have noted there is little ability to directly influence the leadership of LSV other than through the appointment by Councils of Council Representatives via the Constitution and By Laws. Again, it is understood by Club representatives that the Council Representatives are not mandated to vote in line with the directions of their appointing Council.

Members consider that this system does not give them an adequate vote in who will represent them on the LSV Board and that there are other ways to ensure that LSV leadership is democratically elected.

Consultation Insight

“The Clubs should elect the LSV Board members in a ballot for all positions, not leave this to the Councils. This would give Clubs a say in all positions and help ensure a diversity of membership of the Board.”

- Survey Respondent

6.1.3. Member and Club Engagement

Actively engaged members and Clubs are vital for the ongoing success of LSV. Having disengaged members threatens the viability of this engagement model into the future.

Members report a level of frustration with the frequency, content and channels of communication they receive from LSV. Whether this is valid or not, the perception continues that LSV is opaque and not necessarily geared for strategic success or to support the interests of Clubs.

While this is outside of our scope, a project that looks to evolve a strategic communications plan that improves communication methods and messaging – such as that proposed by Life Members including Michael Kennedy OAM – would likely be of assistance.

6.1.4. Aquatic Industry Voice

Our consultations also established that there are mixed views about the ongoing perception of a ‘Royal / Surf Lifesaving’ dichotomy within LSV. Any proposals to change governance structures need to take into account these groups from, and LSV's established partners in, the Aquatic Industry. The appointment of AEIEC Executive members from the Aquatic Industry and other community issue-based working groups enables these voices to be represented in the LSV governance structure.

6.1.5. Enhanced Diversity Across LSV

The lack of diversity across the membership and even the LSV Board and Council Executives was noted in our consultations. LSV delivers successful programs to culturally and linguistically diverse (**CALD**) communities and is growing its efforts in other demographic sectors such as the disability and older adult cohorts. These efforts are not necessarily leading to conversion of program participants to be active members of Clubs, let alone participants in the governance of LSV.

From a governance perspective, this is perhaps reflected in, or related to, the lack of diversity at Board level, where there is some gender diversity but no wider commitment to diversity.

6.1.6. Alignment to Good Governance Assessment Framework Gaps/Key Issues

Issue Number	Gap/Key Issue
4	Limited role of Nominations Committee
7	Potential for disconnect between constituents and Councils
8, 20	No formal stakeholder engagement plan to entrench ongoing engagement with stakeholders
9	Elections for ordinary directors (excluding AEIEC) and volunteer roles require the active participation of Club delegates (which is not always assured)

6.1.7. Opportunities

Opportunity 1: Representation of all LSV stakeholders

- Ensure that any future model for LSV seeks to be representative of all relevant stakeholders and gives them a voice, including Clubs and Aquatic Industry participants

Opportunity 2: Strengthen the voice of members

- Given the importance of the volunteer membership to LSV’s ongoing success, identify opportunities to better access the voice of members and provide clearer information channels
- Consider a more representative way to elect those members of the Board who are elected (rather than appointed)

- Consider mandating engagement to ensure better alignment from the LSV Board down to Clubs (and other stakeholders)

Opportunity 3: Support diversity measures to grow the diversity of the membership

- Where applicable, incorporate considerations of diversity across all LSV activities to be supported by equally effective governance practices to encourage greater diversity within LSV's governance structures

6.2. Council Powers and Operations

The LSV Board holds significant governance responsibility for the direction and oversight of the activities and programs of LSV. However, arguably, this responsibility is not as comprehensive as it might be, whereas this is embedded in the powers and operations (including decision making) of the Councils.

A recurring theme from consultations was that the existing LSV governance structure was put in place for the purpose of establishing the LSV entity arising from the merger of the operations of SLSV and RLSSV. This involved executive powers delegated to a range of Councils representing different program areas.

These consultations also suggested that this LSV governance structure is now outdated, inefficient, and in need of updating to take into account the significant growth in paid staff and increased compliance requirements.

6.2.1. Delegation of Powers – Scope and Clarity

Under the LSV governance structure, significant authority is delegated to the Councils through both the LSV Constitution and By Laws. The Councils are not legal entities and derive their power solely through their establishment under the LSV Constitution. The By Laws prescribe in significant detail the roles and responsibilities of the Councils and their Council Executives as well as individual responsibilities of those volunteers filling specific Council officer positions.

Throughout our consultation the role of the Councils and the extent of their authority were key topics of discussion.

The delegation of authority to Councils empowers the Councils to deliver LSV activities and programs. This enables Councils and individuals holding roles within those Councils to take executive action without necessarily having adequate oversight by the Board or LSV management.

In some cases, this empowerment arises through powers delegated by the Constitution and By Laws that are considered to be too wide, particularly without accountability measures ensuring the Board has adequate oversight of the exercise of those powers.

In other instances, the powers in the Constitution and By Laws are considered to be worded poorly which allows for differences in interpretation.

The result in both cases is that a wide range of stakeholders view the delegation as problematic. This creates blind spots in the discharge by the Board and its directors of its supervisory role and commensurate blind spots for the LSV Chief Executive Officer and her Executive Management Team, and creates a material risk of reputational, operational, financial and legal consequences to the organisation and to individual directors.

Councils operate differently with respect to their role within LSV. Some take a more proactive, executive role (LSOC and ASC) while others (MLDC, AEIEC and CLC) see their role to be more consultative and advisory.

This model of executing aspects of the LSV business via executive Councils is not replicated in other lifesaving and water safety organisations in Australia. It is also not a common feature of the many member-based organisations in Australia.

A number of examples were given of organisations having advisory committees established as Board committees similar to typical board committees such as Finance, Risk and Audit Committees or Governance Committees and operating more flexibly under terms of reference that allow access to subject matter expertise on a case-by-case basis. In these examples, supervisory and governance responsibility remains with the relevant Board, with management delegated responsibility for operational execution.

Many stakeholders felt that given the Board has accountability for actions taken in its name, there should be a realignment of accountability through which LSV is able to execute its governance responsibilities. This would involve ultimate supervisory and governance responsibility resting with, and executed by, the LSV Board. Operational execution would occur through LSV's structure of paid staff delivering on the LSV strategic plan and 'business as usual' activities, with advice provided by Councils as mandated and / or required. Further operational execution with agreed parts of LSV activities and programs would be delivered by volunteers.

For clarity, stakeholders noted the important role that Councils play within the lifesaving movement, with their subject matter expertise, and role as conduits for information between LSV and the Clubs.

6.2.2. Council Administrative Burden

The administration and time commitment connected to the ongoing operations of Councils and Council Executives is seen as a substantial burden. Stakeholders spoke of the burden of staff having to provide significant support to the machinery of Councils through assisting in the preparation of materials for, and then attending, Council meetings and in providing ongoing support to Councils and portfolio directors in the development and delivery of Council workplans and LSV activities and programs.

Consultation Insight*

Data prepared by LSV management showed the following estimated annual time commitments of LSV staff in relation to preparing for and attendance at Council and Council Executive meetings:

CLC: 5 staff Council Meetings: 48 hours Executive Meetings: 60 hours Total: 108 hours	ASC: 7 staff Council Meetings: 57 hours Executive Meetings: 135 hours Total: 192 hours	LSOC: 7 staff Council Meetings: 119 hours Executive Meetings: 219 hours Committee Meetings: 244 hours Total: 582 hours
MLDC: 3 staff Council Meetings: 96 hours Executive Meetings: 216 hours Total: 312 hours	AEIEC: 11 staff Executive Meetings: 200.5 hours	

* These figures do not include time and effort dedicated to supporting Council panels and working groups.

Volunteers are also expected to put in significant hours and attend dozens of meetings, often out of hours, especially for those who volunteer in multiple roles. This burden on volunteers was considered by many to be difficult to sustain in the face of a downward trend in volunteerism across the country and a disincentive for prospective volunteers to take up state officer roles.

Notably, stakeholders pointed to other effective forums that have been established by LSV without the rigidity and formality of being included in the By Laws. These include the Presidents’ Forum and the Platinum Pools and Learn to Swim steering committees.

Consultation Insight

“So much time and effort gets drained by the 'sport' aspect. So many resources go into such a small component of our operations where real problems get very little attention.”

- Survey Respondent

6.2.3. Alignment to Good Governance Assessment Framework Issues

Issue #	Gap/Key Issue
1, 14	Adequacy of oversight by Board of Council/Council Executive actions
5, 18	Extensive executive/operational powers granted to Councils, Council Executives and officer roles, blurring the line of separation of governance (via Councils) and management
15	Functional actions and decisions of Councils can impact on overall LSV financial position without adequate approvals by LSV

Issue #	Gap/Key Issue
16	Adequacy of Council risk reporting to the Board relating to any financial, operational, legal or reputational risk or liability
21	Strategic plan does not include specific budget or operational targets of Councils
26	Director/staff communication protocols permit unfettered liaison by ordinary directors with executive management responsible for the portfolio held by the director

6.2.4. Opportunities

Opportunity 4: Realignment of the separation of powers between LSV and Councils

- Ensure accountability for activities and programs within LSV is appropriately located within the LSV structure to ensure effective governance oversight and risk mitigation
- Devise a RASCI (Responsible, Accountable, Support, Consulted, Informed) Framework that clearly identifies roles and responsibilities between LSV, LSV management, Councils and volunteer officers (and any other relevant stakeholder, which might include Aquatic Industry representatives)

Opportunity 5: Simplify the role of Council

- De-risk the Councils and ensure they are providing strategic and operational advice in a managed manner
- Minimise the burden on volunteers and Aquatic Industry partners, with Councils convened on an ‘as needs’ basis with a mandated minimum level of engagement with members
- Enable volunteers and Aquatic Industry partners to focus on areas of passion and / or areas of expertise rather than the ‘business’ of Council operations

6.3. Challenges with Board Composition, Skills and Operations

The LSV Board consists of a combination of elected portfolio Directors and appointed independent Directors (along with an elected President).

6.3.1. Portfolio Directors

Stakeholders noted that having portfolio Directors wearing two or more different hats presents, at a minimum, a perceived conflict of interest, and can be difficult to manage. Others suggested that it is manageable and holding multiple roles within the LSV movement gives ‘beach credibility’. These Directors come from the LSV membership base and can give comfort that the interests of members are being represented. The portfolio Directors are recognised as bringing specific subject matter expertise to the Board.

Examples were given that suggested executive actions were undertaken by portfolio Directors that should have been decisions taken collectively by the Board or decisions taken by LSV staff under the oversight of the Board. The overriding consideration of a LSV Director should be to act in the best interests of the organisation

as a whole. Any arrangement that causes a possible conflict to this duty can impact on the execution of the role of Director, and increase the risk to both the Director and the organisation itself.

The diverse activities of LSV as an emergency services organisation, registered training organisation, sport organisation, social enterprise and liquor licensee create difficult organisational challenges for LSV's Executive Management Team and its Board. These challenges can be best addressed through a Board that has a good mix of skills and diverse perspectives. Currently the portfolio Directors are elected under a system that does not guarantee an optimal skillset on the Board that meets its requirements, even though Directors are representative of the movement. It is acknowledged that Appointed Directors can supplement the Board's skill base, but this alone may not result in a suitably deep array of skills and experience.

Lastly, the separation of powers between the LSV Board and management is challenged by the existence of portfolio Directors. A number of instances have been noted where such Directors are interacting with staff in the exercise of their portfolio duties under arrangements facilitated by the Governance Charter. This interaction is atypical of corporate directors who ordinarily are removed from regular staff interaction and operational exposure.

Further, these interactions are also seen to impact on the effective execution by staff of their roles and can cause confusion on the reporting lines for staff – that is, via the organisational structure or to the portfolio Director.

6.3.2. Nominations Committee

Stakeholders mentioned that the role of the Nominations Committee is limited in relation to the portfolio Directors and could have an expanded role in identifying suitable candidates for the Board.

Our Gap Analysis also indicated good governance should see the Nominations Committee taking a more significant role in identifying and assessing Board candidates.

6.3.3. Board Skills and Diversity

Whether elected or appointed, it was evident from consultation that it would be preferable to ensure LSV was represented by directors having a connection to the lifesaving movement and/or Aquatic Industry. It was also identified in the Gap Analysis that the Board does not always adopt processes to ensure good practice, including limited reference to a skills matrix to address Board gaps, no comprehensive individual director evaluation and no effective succession planning.

Consultation also identified a preference for the Board to be more representative of diverse stakeholder groups. The gender diversity represented by the current Board was celebrated by stakeholders.

6.3.4. Elected President

The Gap Analysis also identified that the process for the election of the President did not constitute current best practice, which would see the President appointed from within existing directors by those directors.

This would ensure the Board has the opportunity to choose its leader, providing best opportunity for an effective working Board.

6.3.5. Alignment to Good Governance Assessment Framework Gaps/Key Issues

Issue #	Gap/Key Issue
2	Optimal Board composition is limited by the director election system
3	Lack of independence of directors
4	Limited role of Nominations Committee
6	Appointment of external President
10	Tenure of ordinary directors can be unlimited (provided there is a 12-month gap between each maximum period of office)
17	No system for the assessment of the performance of individual directors
19	No clear succession plan or documented succession planning process for the LSV Board

6.3.6. Opportunities

Opportunity 6: Optimise Board skillset

- Consider Board practices that will ensure the Board consistently addresses skills gaps and diversity while avoiding unmanageable conflicts of interest, while ensuring the Board retains a connection with surf lifesaving and the Aquatic Industry

Opportunity 7: Clarify director and staff interaction

- Ensure directors and staff understand reporting lines and protocols for interaction that do not cause confusion and inefficiencies in role delivery or add unnecessary risk to the organisation

6.4. The Volunteer Burden

LSV heavily relies on its volunteer workforce for the delivery of a number of its activities and programs.

6.4.1. Sustainability of LSV Operating Model

LSV's business has never been more challenging or complex to administer. This theme was prevalent in our consultation with officers, management and other stakeholders. Examples of the ever-increasing challenges include:

- A reduction in government funding – a key source of LSV's funding model
- Increased compliance burden for important matters such as member protection and safeguarding
- Greater involvement in emergency management scenarios with responsibilities under the State Emergency Management Plan
- Other examples of increasing regulation by government at all levels, adding complexity and 'red tape'

- Increasing demands from Clubs to provide governance, resourcing, facility / infrastructure and other support
- The decline in volunteerism and the challenge of recruiting people to help deliver LSV activities and programs
- Increasing government, Club, member and partner expectations around the quality of products and services received

These challenges call into question the sustainability of the existing governance structure, particularly given the fact that these complexities and expectations are only likely to increase over time, placing further burden on a dwindling number of (already overworked) volunteers and staff.

Consultation Insight

"I would be eager to 'step up' to volunteer at a regional or state level and feel I could make a positive contribution, but not sure it would be possible to balance the combination of club-level and state-level volunteer commitments."

- Survey Respondent

6.4.2. Volunteer Burnout

A clear theme in consultations was that too much volunteer work falls on too few. This 'volunteer burnout' is causing volunteers to quit and there is a clear challenge in attracting new volunteers into roles. As previously noted, this is not necessarily unique to LSV and lifesaving in general. It is a trend that is common across Australian society.

Survey Insight

69% of respondents think that the time commitments and administration requirements expected of volunteers performing roles specific in the By Laws are **significant** or **very significant (i.e., excessive)**

6.4.3. Attracting Volunteers to Key Positions

The mechanism for electing volunteer roles does not always allow LSV to attract the best possible volunteers for specific roles. A number of interviewees highlighted concern with the election system for appointing volunteers to state officer roles as it does not necessarily allow for the most qualified volunteer to be elected where there is a contested election. Others noted instances of a sole nomination for a role, leading to an appointment regardless of their expertise to execute the role.

Further, the current system does not enable LSV to be nimble and flexible in attracting and retaining volunteers. Stakeholders reported that more succession planning would help identify future volunteer prospects, as would a less rigid system in which volunteers are tapped for their expertise on a less formal basis.

In this context, stakeholders identified examples of working groups and steering committees within the LSV structure that operate in the manner of formal panels but without the regimented requirements of the By Laws.

Other organisations in the lifesaving movement and in the Aquatic Industry were identified in consultations which illustrated that it would be possible to operate LSV activities and programs other than through the formal Council and Panel structure. These organisations operate working groups and sub-committees on a temporary or permanent basis and have flexibility to appoint experts subject to their terms of reference.

Volunteer term limits imposed under the By Laws for elected roles were also identified in consultation as another limitation on volunteer retention.

Opposing views were canvassed on this issue – while term limits can force out valuable volunteers, these limits are viewed as necessary for succession planning and attracting new volunteers. Having volunteer roles structured to make them as attractive as possible to encourage volunteer participation can address societal trends showing decreased volunteering rates.

6.4.4. Alignment to Good Governance Assessment Framework Gaps/Key Issues

Issue #	Gap/Key Issue
8, 20	No formal stakeholder engagement plan to entrench ongoing engagement with stakeholders
9	Elections for ordinary directors (excluding AEIEC) and volunteer roles require the active participation of Club delegates (which is not always assured)

6.4.5. Opportunities

Opportunity 8: Less administrative burden on volunteers

- Develop an administration model that places less burden on volunteers and shifts responsibility towards paid, professional staff while not adversely impacting LSV’s cost structure and member affordability

Opportunity 9: Less governance burden on volunteers

- Ensure that any future governance model for LSV places less burden on volunteers, with accountability placed upon a smaller number of individuals who are willing, qualified, well-equipped and well-supported to meet the obligations of highly complex regulatory environments

Opportunity 10: Ensure the attractiveness of volunteer positions and opportunities

- Develop a model that provides opportunities and makes it attractive for (and indeed encourages) volunteers to apply their passion for the movement, capabilities and capacity to roles that are matched to their skills, expertise and desires and are able to be delivered flexibly and without governance and administration burden

6.5. LSV's Constituent Documents are Complex

6.5.1. The Role of the Constitution and By Laws

The governance structure of LSV is primarily outlined in its Constitution and By Laws. While the Constitution establishes in broad terms the Board's composition and functions and establishes Councils, including roles and responsibilities, the prescriptive detail underpinning the operations of the Board and Councils is set out in the By Laws.

In consultation we heard the repeated view that the current By Laws are overwhelming and too detailed. The document has evolved over many years through the addition of different sections, but the strong view is that the By Laws require simplification.

Among other things, stakeholders described examples of items that impact on LSV's governance structure:

- The process set out for election of volunteer officer roles provides for a contested campaign, but this can have the effect of discouraging volunteers – meaning the best candidate may not even apply for the role
- There is overlap and inconsistency between the roles and responsibility of LSV and those delegated to Councils and in several cases give substantial authority to persons that place LSV at risk (as noted in section 6.2). Examples include:
 - The duty of the LSOC to 'oversee, direct, review and repeal policy, direction and oversight of all lifesaving operations as necessary' (By Law 9.1.3(d))
 - The duty of the LSOC Executive to 'manage the development, improvement, implementation, compliance and operation of lifesaving related standard operating procedures, policies and directives' (By Law 9.2.2(e))
 - The role of the ASC for the 'implementation of new competition disciplines as deemed relevant and appropriate' (By Law 10.1.2(k))
 - The duty of the ASC Executive for the 'development and implementation of risk management policies and procedures for all competition disciplines' (By Law 10.2.2(f))
- Volunteer roles are created under the By Laws (and other roles that sit outside the By Laws) that involve significant and high-risk activities and judgements that are arguably better held by staff having accountability within the LSV organisational structure. Examples include:
 - The State Emergency Management Officer, elected under the By Laws and having a position description set out in By Law 9.20, whose role encompasses overseeing the 'coordination of emergency management functions'
 - The State Duty Officers, who have no formal position description within the By Laws but who are directly appointed by the Director – Lifesaving Services to provide on-call emergency response duty
- The By Laws do not include specific measures to hold Councils, Council Executives and volunteers accountable for actions even where those actions put LSV at risk or have operational or financial consequences

The Club delegate system outlined in the Constitution and By Laws was also identified by stakeholders as having reduced relevance, with, as previously noted, delegate attendance at Council meetings being poor. While some attribute this to the Clubs failing to adequately exercise their right to put forward their views, others suggested that this more likely represents a combination of a loss of engagement by delegates and Clubs with the structure (as alluded to in section 1), with the implications of volunteer over-burden (as noted in section 6.4).

Consultation Insight

“The governance structure seems excessively complex, presumably a legacy of a complex merger 20 years ago. Surely there is a simpler model – e.g., lose the Council status and create commissions or advisory groups with a focus on sport, development or education, lifesaving, etc.”

- Survey Respondent

6.5.2. Alignment to Good Governance Assessment Framework Gaps/Key Issues

Issue #	Gap/Key Issue
1, 14	Adequacy of oversight by Board of Council/Council Executive actions
5, 18	Extensive executive/operational powers granted to Councils, Council Executives and officer roles, blurring the line of separation of governance (via Councils) and management
7	Potential for disconnect between constituents and Councils
9	Elections for ordinary directors (excluding AEIEC) and volunteer roles require the active participation of Club delegates (which is not always assured)
15	Functional actions and decisions of Councils can impact on overall LSV financial position without adequate approvals by LSV

6.5.3. Opportunities

Opportunity 11: Sustainable operating model

- Ensure that LSV’s constituent governing documents reflect structures that support the member voice and avoid unnecessary complexity or risk to LSV and its Clubs

7. Principles for the Way Forward

Based on the findings of the desktop *Gap Analysis* and subsequent stakeholder consultations, the Review has identified (in section 5) a series of opportunities for LSV, aimed at addressing major structure, governance and administrative issues for the organisation. Recommendations have been made (in section 8) to address these opportunities.

To inform the recommendations, SIGPA has developed a *Vision for Change* and proposed guidelines that will frame the approach to the 'Way Forward'. The *Vision for Change* articulates the overarching aspiration for the outcomes of the Review, while the guidelines have been used to inform and frame the recommendations.

7.1. The Vision for Change

The *Vision for Change* is to:

Develop a structure and governance model for LSV that:

- *Represents good structure and governance practice for member-based organisations, including clear delineation between governance and management;*
- *Has clarity;*
- *Enables clear lines of communication and engagement throughout the organisation and to stakeholders;*
- *Enables clear lines of delineation between governance and administration;*
- *Enhances organisational efficiency;*
- *Encourages the participation of those members and Aquatic Industry partners (and others) in the governance of LSV and ensures their voices are heard;*
- *Eases volunteer burden; and*
- *Mitigates organisational and officer risk.*

7.2. Proposed Guidelines

The guidelines are as follows.

Evolution

LSV has complex and unique governance arrangements borne out of the amalgamation of SLSV and RLSSV to form LSV around 20 years ago. This amalgamation created a single peak agency in the State for water safety that is recognised by the Victorian Government.

Since its establishment, the structure of LSV has evolved, with changes and additions to Councils and numerous changes to the Constitution and By Laws, which have resulted in significant additional complexity in LSV's governance arrangements.

As set out in LSV's current Constitution and By Laws, current arrangements are complicated and based on earlier versions of LSV's staff / volunteer structure and ratio, and are said to have not kept up with the change. These arrangements tend to blur the lines between management and governance roles and accountabilities.

Further, the piecemeal nature of this structural change, including added complexity, has led to earlier governance reviews being undertaken by LSV, the latest of which was a limited review in 2018 considering and making recommendations on the size and nature of the LSV Board.

The recommended model for the structure and governance and of LSV emanating from the Review takes into account further evolution of:

- Member and Aquatic Industry partner needs and expectations
- The regulatory environment
- Contemporary good governance practices for member based organisations

Cognisant of, But Not Constrained by Legal Structure

It is acknowledged there are legal structures in place that provide responsibility and mandate for entities to govern LSV. The recommended model acknowledges those structures but has not been constrained by them.

A Model for All of Victoria

The recommended model aspires to consistency across the State in terms of governance and service delivery, and an efficient means of doing so. While there may be a need to compromise for change to progress, once again, the recommended model has not been constrained by this possibility.

Local Delivery and Voice

The recommended model aims to ensure quality services are provided to members and Aquatic Industry partners across Victoria. It also aspires to ensure the many and numerous voices of LSV's members and Aquatic Industry partners are heard.

Communication is Key

Communication is critical to the efficient and effective operation of any organisation or ecosystem of organisations (such as Clubs) aiming to achieve the same objectives. Open and mandated communication features in the recommended model.

Clear Accountability

The recommended model aims to ensure that there is clear and unambiguous accountability for those responsible for governing the organisation and that there are appropriate checks and balances in place to hold those people to account. It also ensures those that carry the burden of governance risk are able to mitigate such risks suitably and appropriately.

The Status Quo is Not an Option if Good Practice Governance is Desired

The Gap Analysis has identified a number of fundamental and functional issues with the structure and governance of LSV. These are borne of a model designed and established at a time when compromise was inevitable (with the mergers of Surf Life Saving Victoria and the Royal Life Saving Society – Victoria Branch), and standards of structure and governance, constituent expectations and regulatory risk were less pronounced. To achieve good practice structure and governance for LSV, some change will be required, both via existing critical structural documents (being the LSV Constitution and the LSV By Laws).

7.3. Constraints on the Recommendations

In addition to the guidelines in the prior section that have helped frame the recommendations), the following constraints (as first raised in section 2.2.3) are noted to provide clarity around the depth and extent of the recommendations.

Administration Out of Scope

SIGPA's scope of work did not incorporate a review of the organisational structure or performance of LSV's management and staff. Where recommendations are made impacting this (such as delineation between governance and administration), this constraint should be understood and acknowledged.

For LSV to Demonstrate Capability and Capacity

SIGPA's scope of work did not extend to reviewing the capability and capacity of LSV (as noted above), Councils, Clubs or other stakeholders to undertake differing roles in the governance and administration of LSV. As the owner of any new model for LSV going forward, it will be for LSV to determine (and then demonstrate) its own capacity and capability and that of others, to execute the model.

8. Recommendations

This section details the recommendations of the Review. The foundations for the recommendations are:

- The outcomes from the Gap Analysis (section 5 and Attachment 5)
- The specific opportunities identified from engaging with LSV’s stakeholders (section 6)
- The Principles for the Way Forward, as outlined in section 7, including the Vision for Change and the Proposed Guidelines supporting any change initiative

For each recommendation emanating from the Review, included is (as required):

- Brief commentary to provide further context or explanation for the recommendation
- The criticality of the issue, assessed as ‘critical’ or ‘less critical’ based on the extent to which the issues and opportunities addressed by the recommendation are, or could:
 - Have significant operational impact on the organisation
 - Prevent directors from discharging their fiduciary duties
 - Give rise to operational, legal or compliance risk to LSV as a whole and/or individual directors
- The justification for, and benefit of, the recommendation including the issues arising from the Gap Analysis (section 5 and Attachment 5) or specific opportunities identified from engaging with LSV’s stakeholders (section 6) that the recommendation addresses. Also incorporated are other likely qualitative benefits of the recommendation
- The change required to execute the recommendation
- Any considerations for LSV in executing the recommendation, including potential risks that might be faced

For clarity, the recommendations are grouped under the following subheadings:

- *The Governance Structure of LSV*, being those recommendations that inform the overarching structure and governance of LSV (section 8.1)
- *Board Composition, Skills and Operations*, being those recommendations for changes to the LSV Board (section 8.2)
- *Council Roles and Operations*, being those recommendations for changes to the role of the Councils and their place with LSV’s structure and governance (section 8.3)
- *Other Changes to Achieve Good Governance*, being recommendations for other changes to LSV governance practices (section 8.4)

For clarity, as per SIGPA’s scope of work, these recommendations are framed to achieve good governance for LSV. They have been designed, and are provided, with that specific context.

The recommendations follow in the subsequent subsections.

8.1. The Governance Structure of LSV

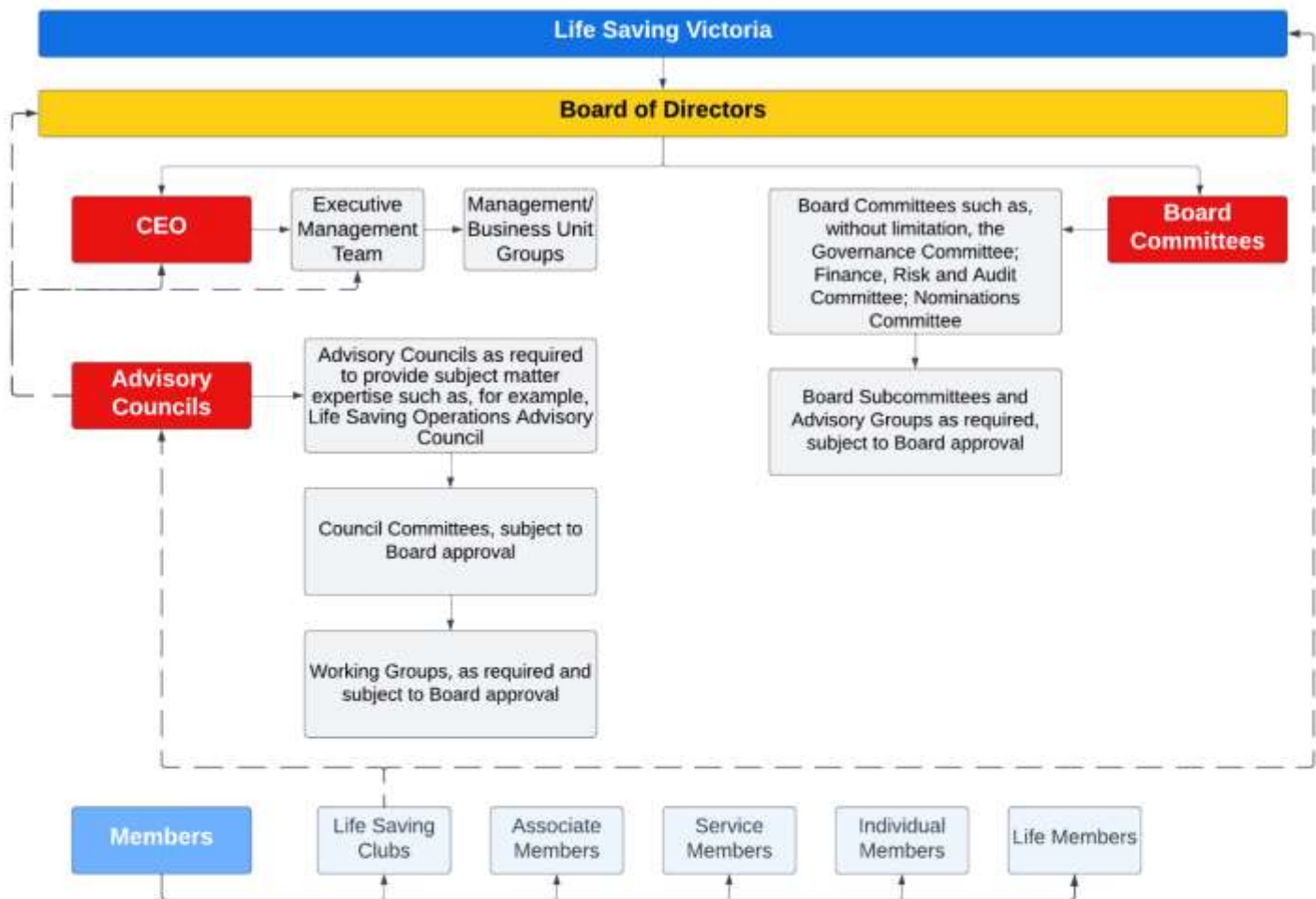
To achieve better / good governance practice, LSV requires its existing structure and governance model to be amended. Updating its governance model will also help LSV simplify existing complex arrangements while mitigating organisational and Director risk and ensuring a more sustainable delivery model.

8.1.1. Recommendation 1: A New Governance Model for LSV

Recommendation 1

A rationalised and simplified governance model for LSV through which the LSV Board has ultimate governance responsibility for all LSV strategy, programs and activity. The subject matter expertise of the Councils is acknowledged, and they will be retained but become advisory bodies ('Advisory Councils'). They will not have authority to bind LSV, and the volunteer roles they provide will form part of the accountability of the LSV Executive Management Team (via the LSV CEO). Clubs will continue to participate in Council meetings and will have a direct ability to vote on matters in General Meetings, including constitutional change and Director elections (replacing the Council representatives as voting members of LSV).

The recommended governance model (depicted over the page) rationalises the role of Councils and panels supporting Councils, returning sole responsibility and accountability to oversee the operations of LSV in Victoria to the LSV Board and Executive Management Team.



Advisory Councils

- Non-incorporated advisory bodies
- Consultation role (to LSV Board and Executive Management Team) related to the Advisory Council's area of subject matter expertise
- A conduit of information to Club / Aquatic Industry delegates
- Club delegates can attend Advisory Council meetings
- Can execute powers that are delegated by the LSV Board to Advisory Councils
- Can nominate individuals to be considered as Directors of the LSV Board

Members

- **Life Saving Clubs:** Have the right through an appointed delegate to attend, debate and vote at General Meetings
- **Associate Members:** Have the right to attend, debate but not vote at General Meetings
- **Service Members:** Have the right to attend, debate but not vote at General Meetings
- **Individual Members:** Have the right to attend, but not debate or vote at General Meetings
- **Life Members:** Have the right to attend, but not debate or vote at General Meetings

No other changes to membership status or requirements under LSV's Constitution.

Recommended governance model for LSV, incorporating LSV, LSV Board (refer to Recommendations 4 to 7, inclusive), Board Committees (refer to Recommendation 8), Advisory Councils (refer to Recommendations 2 and 9) and LSV membership model (refer to Recommendation 3)

Councils remain critical in the structure, with Councils becoming advisory bodies to the LSV Board and Executive Management Team (refer to Recommendation 9), while continuing to act as a conduit between Clubs and LSV on subject matter specific issues. Any operational role of the Councils (refer to Recommendations 2 and 10) will be the subject of an ultimate organisational review of LSV, and to oversight by the LSV Board and Executive Management Team.

Clubs will continue to provide delegates to participate in Council meetings (of which the frequency is to be managed), while also having the constitutional role to vote on organisational matters including constitutional change and director elections (refer to Recommendation 3) (replacing the Council Representatives as voting members of LSV).

Criticality

Critical: To ensure there are no governance ‘blind spots’ and to mitigate against organisational and Director risk, the LSV Board must have primary and full accountability and responsibility for the operations of LSV, including being able to hold the LSV Executive Management Team fully and solely accountable for the execution of those delegated operations.

Justification and Benefit

This recommendation addresses the following issues from the Gap Analysis (refer to section 5.2):

- *Issue 1 and 14: Adequacy of oversight by Board of Council/Council Executive actions*
- *Issue 5 and 18: Extensive executive/operational powers granted to Councils, Council Executives and officer roles, blurring the line of separation of governance (via Councils) and management*
- *Issue 7: Potential for disconnect between constituents and Councils*
- *Issue 15: Functional actions and decisions of Councils can impact on overall LSV financial position without adequate approvals by LSV*

This recommendation also addresses the following opportunities from section 5:

Strengthening the Member Voice

- Opportunity 1: Representation of all LSV stakeholders
- Opportunity 2: Strengthen the voice of members

Council Powers and Operations

- Opportunity 4: Realignment of the separation of powers between LSV and Councils
- Opportunity 5: Simplify the role of Councils

The Volunteer Burden

- Opportunity 8: Less administrative burden on volunteers

- Opportunity 9: Less governance burden on volunteers
- Opportunity 10: Ensure the attractiveness of volunteer positions and opportunities

LSV's Constituent Documents are Complex

- Opportunity 11: Sustainable operating model

This change to the structure and governance of LSV will:

- Result in a more democratic LSV through which the Clubs have a greater say in the leadership of LSV (with voting for matters at General Meetings dispersed across a wider cross section of LSV)
- Lead to fewer governance 'blind spots' for the LSV Board
- Ensure the LSV Board is responsible and accountable for the strategy and governance of all of the organisation's activities
- Enable the LSV Board to hold the LSV Executive Management Team to account for the delegated operations of the organisation
- Reduce organisational (and personal Director) risk
- Clarify roles and responsibilities for the LSV Executive Management Team and volunteers

Change Required

- A LSV Board resolution to accept that the governance model for LSV requires amendment to achieve better governance practice
- Resulting changes to the LSV Constitution and By Laws (refer to subsequent recommendations for details)

Implementation Considerations and Risks

- Ideally LSV will adopt all recommendations in full
- Constitutional change, if recommended by the LSV Board, would require a special resolution to be passed. Under current arrangements this requires 75 per cent of the Council Representatives (eight or the number that attend the relevant General Meeting if a quorum is met) to support the special resolution. While it is expected that these Council Representatives will support the position of the Councils that they are representing, they are not mandated to do so, leaving the risk that recommendations requiring constitutional change may not be passed (even if that is the desire of Councils, their Executives and Delegates)
- This risk can be mitigated by staging the rollout of the recommendations. The actions to support Recommendation 3 (*Changing the Membership of LSV*) can be undertaken first to allow the Clubs to be the voting members to vote on any subsequent recommendations that require constitutional change

- Any decision not to adopt these recommendations will have implications for the organisational risk profile of LSV and continue to result in governance ‘blind spots’ for the Board and individual Directors. Should this be the case, LSV should consider its next steps if better / good structure and governance remains a desired outcome of the Review
- As noted in section 4.2 above, comparator organisations have moved away from utilising governance arrangements similar to LSV. Of specific note, reliance on representation on Boards, ‘executive’ Councils comprising volunteers with strategic and operational responsibility has been lessened or eliminated. These organisations have adopted arrangements using advisory committees that have more limited delegated authority which ensures the focus of accountability sits with the organisation’s board (and enables subject matter expertise to be accessed) while still maintaining the member voice

8.1.2. Recommendation 2: Amending Roles and Responsibilities

Recommendation 2

LSV should reset and document roles and responsibilities for key bodies comprising the governance of LSV to ensure appropriate accountability across the organisation. This should encompass the LSV Board having ultimate accountability for all organisational activities, with the LSV Executive Management Team delegated authority and accountability for execution.

A new model of governance for LSV necessitates a change in roles and responsibilities for those bodies involved in the governance structure of LSV.

Under the recommended model, LSV, Councils and Clubs would continue to exist within the LSV governance structure but with amended roles and responsibilities. The roles and responsibilities of each relevant body would, conceptually, be as follows:

Body	Role	Responsibilities
LSV	Single peak agency in Victoria for water safety	<ul style="list-style-type: none"> • Govern lifesaving in accordance with constitutional objects • Member of SLSA • Affiliated with RLSSA • Set and enact strategic direction of LSV • Set and enact and manage organisational risk management framework • Formulate, interpret and execute By Laws, regulations and policies • Execute emergency management role as agency of Emergency Management Victoria • Design, promote and deliver technical education and training in lifesaving, resuscitation and first aid • Water safety advocacy • Research in fields of water safety, personal survival, lifesaving, lifeguarding and resuscitation and the like

Body	Role	Responsibilities
		<ul style="list-style-type: none"> • Administer LSV activities including, but not limited to: <ul style="list-style-type: none"> - LSV governance activities - Financial budgeting and reporting - Liaise with Aquatic Industry and state and local government agencies - Support the planning and staging of sport events - Club support and development - Member protection - Staff and volunteer development and leadership related activities
Councils	<p>Advisory bodies and a conduit between LSV and affiliated Clubs (and Aquatic Industry, in the case of AEIEC).</p> <p>Councils will be administered via a Chair and such other individuals as outlined in, and subject to, the terms of reference of the Council (refer to Recommendation 9)</p>	<ul style="list-style-type: none"> • Consultation role on key functional elements where Council has subject matter expertise • A conduit of information to Club/Aquatic Industry Council delegates (but not the only one) • Nomination of individuals to be considered as Directors by Nominations Committee (although persons need not be ‘put forward’ via this means) • Execution of (limited) powers that are delegated by LSV Board to Council • Subject to Board-approved terms of reference that outline matters including composition, authority, meeting schedule and consultation/reporting to LSV Board and Management • Where authorised by the Board, create special panels/working groups or appoint individual officers or consultants to carry out duties and functions, with such powers, as the Board determines • Individuals may be appointed to particular Council volunteer roles supported by position descriptions, provided the responsibilities are set out are within the powers approved by the Board, are exercised subject to the terms of reference, and fit within the auspices of the LSV Organisational Structure (refer to Recommendation 10)
Clubs	Provide a lifesaving service to coastal and inland waterways	<ul style="list-style-type: none"> • Voting in LSV Board elections and in relation to LSV constitutional change (via nominated Club representative and in proportion to size of Club – refer to Recommendation 3) • Club delegates can participate in Council meetings (where relevant) • Club governance and administration

Body	Role	Responsibilities
		<ul style="list-style-type: none"> • Club and beach operations, including training and skills development • Club competitions • Volunteer and participant recruitment

Criticality

Critical: Clear and documented roles and responsibilities are critical for any governance model. This is particularly the case in relation to LSV and its Councils given the overlap in responsibility and absence of Board oversight (in instances) to overcome the exercise of executive powers that have created duplication of effort, and ‘blind spots’ for LSV Directors and Management.

Justification and Benefit

This recommendation addresses the following issues from the Gap Analysis (refer to section 5.2):

- *Issue 1 and 14: Adequacy of oversight by Board of Council/Council Executive actions*
- *Issue 5 and 18: Extensive executive/operational powers granted to Councils, Council Executives and officer roles, blurring the line of separation of governance (via Councils) and management*
- *Issue 7: Potential for disconnect between constituents and Councils*
- *Issue 15: Functional actions and decisions of Councils can impact on overall LSV financial position without adequate approvals by LSV*

This recommendation also addresses the following opportunities from section 5:

Strengthening the Member Voice

- Opportunity 1: Representation of all LSV stakeholders
- Opportunity 2: Strengthen the voice of members

Council Powers and Operations

- Opportunity 4: Realignment of the separation of powers between LSV and Councils
- Opportunity 5: Simplify the role of Councils

The Volunteer Burden

- Opportunity 8: Less administrative burden on volunteers
- Opportunity 9: Less governance burden on volunteers

- Opportunity 10: Ensure the attractiveness of volunteer positions and opportunities

LSV's Constituent Documents are Complex

- Opportunity 11: Sustainable operating model

As with Recommendation 1, this change to the structure and governance of LSV will:

- Result in a more democratic LSV through which the Clubs have a greater say in the leadership of LSV (with voting for matters at General Meetings dispersed across a wider cross section of LSV)
- Lead to fewer governance 'blind spots' for the LSV Board
- Ensure the LSV Board is responsible and accountable for the strategy and governance of all of the organisation's activities
- Enable the LSV Board to hold the LSV Executive Management Team to account for the delegated operations of the organisation
- Reduce organisational (and personal Director) risk
- Clarify roles and responsibilities for the LSV Executive Management Team and volunteers

This change will also:

- Remove areas where no or conflicting accountability is seen to exist in the execution of LSV's activities
- Provide clarity to internal and external stakeholders as to where accountability and responsibility lies for LSV activities
- Give Councils a more flexible role in sharing their subject matter expertise to the LSV Executive Management Team and the LSV Board
- Not impact on Club delivery of Club and volunteer activities
- Enable more attractive/flexible arrangements for volunteer attraction and retention and reduce the volunteer burden, with volunteers still performing operational roles (refer to Recommendation 10)

Change Required

- A LSV Board resolution to accept that the governance model for LSV requires amendment to achieve better governance practice
- Resulting changes to the LSV Constitution (refer to Recommendation 3) approved in line with constitutional requirements
- Resulting changes to the By Laws (refer to Recommendation 9) which can be made with the approval of the LSV Board

- Develop new terms of reference for each (Advisory) Council

Implementation Considerations and Risks

Refer to implementation considerations and risks relating to Recommendation 1 above, noting in particular that:

- Any decision not to adopt these recommendations will have implications for the organisational risk profile of LSV and continue to result in governance ‘blind spots’ for the Board and individual Directors
- Comparator organisations have moved away from utilising governance arrangements similar to LSV and have adopted arrangements using advisory committees that have more limited delegated authority which ensures the focus of accountability sits with the organisation’s board (and enables subject matter expertise to be accessed)
- Clubs could become disenfranchised if their desire for change is not accepted and promoted by the Councils with which they are part

8.1.3. Recommendation 3: Changing the Membership of LSV

Recommendation 3

The voting members of LSV will be LSV’s Affiliated Clubs.

The Affiliated Clubs at the time of the General Meeting will each be given one vote to be exercised at LSV General Meetings, with an additional vote provided for Clubs with a paid membership in the preceding financial year of more than 2,000 paid members as recorded in official LSV / SLSA membership records.

Consideration should be given to further constitutional changes arising from the Recommendations in this Report to be voted on under this new membership model.

Alternative Option: Should LSV determine that any form of proportional voting is not desired, SIGPA would recommend that the alternative be one vote for each of the Affiliated Clubs at the time of the General Meeting.

Clubs currently have a limited role in formally influencing the leadership and activities of LSV. The existing role requires active participation in the Club delegate system, through which Club delegates (who may or may not be the Club President) attend Council meetings and vote on Council positions to be put to LSV via the Council Representative. This system requires active participation by the Club delegate, accurate transmittal of the Club’s position via the delegate and for the Council Representative to then appropriately follow the wish of the Council (rather than their own views) when attending and voting at General Meetings. None of these steps are mandated or guaranteed.

The system for electing officials (portfolio directors and volunteer officers) currently also relies on the active attendance by a Club delegate - and for the delegate to follow the Club’s preferred position when voting - at Annual Council Meetings.

This change means the current concentration of voting ‘power’ within the Councils (via only eight Council Representatives) will be dispersed among the existing 57 Affiliated Clubs. Clubs have stated they want a more direct voice and involvement in the governance of LSV and this model provides for that, with a wider distribution and transparency of voting rights.

To acknowledge the different sizes of Clubs, and to promote and incentivise Club membership growth, a mechanism is recommended where Clubs having greater than 2,000 registered members will have a second vote (which can be executed by the Club representative).

Based on data from the 2023 CLC Annual Report (refer to Attachment 6 for the most recent list):

- Only two Clubs (Portsea and Ocean Grove) would have two votes under this system
- Three Clubs (Anglesea, Williamstown and Lorne) would have only one vote but have more than 1,500 members, so could gain a second vote if their Club was to grow its membership further
- Another nine Clubs have membership numbers between 1,000 and 1,500

If a proportional voting structure is not desired by LSV, SIGPA would recommend that the alternative option be one vote for each of LSV’s Affiliated Clubs (presently numbering 57).

For clarity, Council Representatives will no longer be recognised as a constitutional member of LSV.

Other categories of LSV membership will continue to be recognised and have the respective rights to attend, debate and vote at General Meetings as currently set out under the LSV Constitution, unless LSV elects to adjust these rights of members (including rescinding categories of members). LSV’s consideration of the ongoing status of ‘non-voting’ members should take into consideration the engagement with these members, and efficiency in the staging of General Meetings and other relevant business.

It is acknowledged the Aquatic Industry is not formally recognised in the recommended voting membership of LSV. The recommended voting membership model of LSV has been chosen for its simplicity and to disperse voting power at General Meetings across more persons. The Aquatic Industry remains a critical stakeholder group for LSV, and its participation in the activities of LSV remains valued. The Aquatic Industry’s Council (AEIEC) can remain in place and individual industry ‘members’ will retain their formal recognition. LSV will not be limited under any recommendation from continuing to engage with the Aquatic Industry as it currently does. This recommendation allows the historically designated ‘Royal Life Saving’ Clubs to continue to be represented.

For clarity, the role of portfolio Directors are recommended to be transitioned to independent Directors under LSV’s recommended structure and governance arrangements (refer Recommendation 4).

Criticality

Critical: The concentrated voting ‘power’ currently sitting with a small number of Council Representatives will be transferred to LSV’s Affiliated Clubs (presently numbering 57) to give them a direct and democratic say in key LSV governance and organisational matters.

Justification and Benefit

This recommendation addresses the following issues from the Gap Analysis (refer to section 5.2):

- *Issue 7: Potential for disconnect between constituents and Councils*
- *Issue 9: Elections for ordinary directors (excluding AEIEC) and volunteer roles require the active participation of Club delegates (which is not always assured)*

This recommendation also addresses the following opportunities from section 5:

Strengthening the Member Voice

- Opportunity 1: Representation of all LSV stakeholders
- Opportunity 2: Strengthen the voice of members

LSV's Constituent Documents are Complex

- Opportunity 11: Sustainable operating model

This change to the membership arrangements of LSV will:

- Result in Clubs having a greater say in the leadership of LSV (with voting for matters at General Meetings dispersed across a wider cross section of LSV rather than being limited to a small number of Council Representatives)
- Provide a more simplified voting system than the complex Club delegate and Council Representative system
- Provide a direct means to enable more transparency in information sharing and communication between LSV and Clubs, particularly on key constitutional and other governance matters

Change Required

- A LSV Board resolution to accept that the membership model for LSV requires amendment to achieve better governance practice
- The existing Council Representatives as voting members of LSV would vote on whether to change the membership structure of LSV via a constitutional amendment
- Assuming this constitutional amendment is passed, other constitutional amendments subject of the recommendations in this Report would be voted on by Clubs under the new membership model (acknowledging this could necessitate the calling of another General Meeting)
- Changes to the By Laws will need to be made to reflect the new membership model and the voting procedures for that model, which can be made with the approval of the LSV Board

Implementation Considerations and Risks

- Ideally LSV will adopt all recommendations in full, noting the potential alternative option for the allocation of votes between LSV's Affiliated Clubs
- Constitutional change, if recommended by the LSV Board, would require a special resolution to be passed. Under current arrangements this requires 75 per cent of the eight Council Representatives (or the number that attend the relevant General Meeting if a quorum is met) to support the special resolution. While it is expected that these Council Representatives will support the position of the Councils that they are representing, they are not mandated to do so, leaving the risk that recommendations requiring constitutional change may not be passed (even if that is the desire of Councils, their Executives and Delegates and, by extension, Clubs and members)
- This risk can be mitigated by staging the rollout of the recommendations. The actions to support this recommendation can be undertaken first to allow the Clubs to be the voting members to vote on any subsequent recommendations that require constitutional change
- Ideally, if so inclined to support the recommendation, Clubs will lobby Councils and their Council Representatives to vote for the constitutional amendment
- Consultation should take place with the Aquatic Industry regarding the changes that potentially impact them the greatest (with a loss of voting power at LSV General Meetings)

8.2. Board Composition, Skills and Operations

The following recommendations focus on changes to the composition, skills and operations of the Board to address issues identified in the Gap Analysis and bring LSV in line with good governance practice. In addition, these recommendations will also help Directors better manage their fiduciary and legal duties and conflicts of interest.

8.2.1. Recommendation 4: Changing the Composition of the LSV Board

Recommendation 4

LSV should make constitutional amendments to give effect to the following changes to the LSV Board:

- The number of Directors on the Board will be reduced from 11 to nine (9)
- All Directors will be independent (in the sense of not holding any other formal governance roles within the LSV governance structure or within Affiliated Clubs or Associate Members, other than roles with SLSA or RLSSA, although these Directors can be drawn from within the lifesaving movement – refer to Recommendations 7 and 8)
- The role of portfolio Director will be transitioned to independent Director
- Six (6) Directors will be elected by LSV's voting membership (refer to Recommendation 3)
- Three (3) Directors can be appointed via recommendations of the Nominations Committee

Criticality

Critical: To ensure all Directors are properly focused on the interests of LSV as a whole, all directors must be independent. For clarity, the intention of this recommendation is that the proposed future model for the LSV Board will not comprise any portfolio Directors, and the independence requirements will cover both member-elected and appointed Directors. This will mean Directors will not be required to balance different roles within the LSV governance structure, which, under the present model, potentially result in difficult conflicts of interest and unreasonable / unsustainable workloads. Further, limiting the size of the LSV Board is designed to enhance the Board’s effectiveness and efficiency.

Justification and Benefit

This recommendation addresses the following issues from the Gap Analysis (refer to section 5.2):

- *Issue 2: Optimal Board composition is limited by the director election system*
- *Issue 3: Lack of independence of directors*
- *Issue 4: Limited role of Nominations Committee*
- *Issue 13: Size of board to be between five and nine directors*
- *Issue 26: Director/staff communication protocols permit unfettered liaison by ordinary directors with executive management responsible for the portfolio held by the director*

This recommendation also addresses the following opportunities from section 5:

Strengthening the Member Voice

- Opportunity 1: Representation of all LSV stakeholders
- Opportunity 2: Strengthen the voice of members
- Opportunity 3: Support diversity measures to grow the diversity of the membership

Challenges with Board Composition, Skills and Operations

- Opportunity 6: Optimise Board skillset
- Opportunity 7: Clarify director and staff interaction

LSV’s Constituent Documents are Complex

- Opportunity 11: Sustainable operating model

This change to the structure and governance of LSV will:

- Result in a smaller board which is designed to enhance the Board’s effectiveness and efficiency

- Transition the role of portfolio Director to independent Director which will act to enhance the independence of the LSV Board and allows Directors to focus on their fiduciary and legal duties to act in the interests of LSV as a whole. For clarity, member voice and access to subject matter expertise will be retained via Advisory Councils (refer to Recommendation 9), whilst lifesaving expertise will form part of the Board’s skill matrix (refer to Recommendation 13). It should also be noted that ‘independent’ directors can include directors identified from within the lifesaving movement and Aquatic Industry
- Enhance the role of the Nominations Committee. The Nominations Committee will support initiatives to ensure the LSV Board is appropriately diverse, and has the requisite skills across its number, and will retain its role for Appointed Directors (refer to Recommendation 8)
- Not eliminate the importance of having lifesaving and Aquatic Industry expertise on the Board, which will become a critical part of the skills matrix to be considered by the Nominations Committee. Potential candidates for Director positions may be identified from inside or outside the LSV member base

Change Required

- A LSV Board resolution to accept that a new Board composition for LSV is required to achieve better governance practice
- Resulting changes to the LSV Constitution would be required, voted on by Clubs in line with constitutional requirements (refer to Recommendation 3)
- Resulting changes to the By Laws can be made with the approval of the LSV Board
- The Governance Charter would also need to be amended to remove references to portfolio directors, and to directors needing to balance their ‘two hats’. (At the time of writing, we understand the Governance Charter is being reviewed by the LSV Board in relation to conflict of interest protocols of the Board.)

Implementation Considerations and Risks

- The new voting membership of LSV (refer to Recommendation 3) would vote on whether to change the composition of the LSV Board via a constitutional amendment
- The current LSV Board should consider the implications of a wholesale amendment to its composition, including any requirement of transitional provisions to ensure appropriate knowledge retention and handover in the formative years of the new structure, while acknowledging a skills-based Board (including lifesaving and Aquatic Industry expertise) is likely to be of benefit to LSV
- Existing Directors would still be entitled to be elected or appointed to the Board provided they were still eligible at the time of seeking appointment and subject to constitutional requirements relating to independence (refer to Recommendation 6)
- Each element of this Recommendation can be bundled into one (or more) resolution(s) or dealt with separately by the LSV Board (and subsequently, at General Meetings)

8.2.2. Recommendation 5: Terms and Rotations of LSV Directors

Recommendation 5

LSV should make the following constitutional amendments to give effect to the following changes to the terms of LSV Directors:

- (a) Director terms will be for three (3) years, for a maximum of three (3) terms
- (b) The LSV President can extend to an additional term if only in the seat for one (1) term upon expiry of their third term
- (c) Three (3) of the nine (9) Directors will be up for election (or retirement) on an annual basis, of which two (2) shall be via election, and one (1) via appointment
- (d) The ineligibility period for an ex-Director will be three (3) years
- (e) A departing CEO cannot be appointed or elected to the LSV Board for a period of three years

The elements of this recommendation bring the LSV Board into alignment with good governance practice and ensure consistency of term limits for Elected Directors and Appointed Directors.

Criticality

Critical (Recommendations (a) and (c)): Updating the terms and rotations of the LSV Board ensures appropriate skills and expertise of Directors remain available to the Board. Also critical is ensuring that minimum terms are established in line with LSV's organisational needs and requirements.

Less Critical (Recommendations (b), (d) and (e)): These recommendations are considered good practice and do not necessarily materially decrease risk to the Board if enacted.

Justification and Benefit

This recommendation addresses the following issues from the Gap Analysis (refer to section 5.2):

- *Issue 10: Tenure of ordinary directors can be unlimited (provided there is a 12-month gap between each maximum period of office)*
- *Issue 12: No limit on appointment of CEO to the Board*

This recommendation also addresses the following opportunity from section 5:

Challenges with Board Composition, Skills and Operations

- Opportunity 6: Optimise Board skillset

Change Required

- A LSV Board resolution to accept that the term and rotation for LSV Directors requires amendment to achieve better governance practice
- Resulting changes to the LSV Constitution would be required, to be voted on by Clubs in line with constitutional requirements (refer to Recommendation 3)
- Resulting changes to the By Laws can be made with the approval of the LSV Board

Implementation Considerations and Risks

- The new voting membership of LSV would vote on whether to change the terms and rotation of the LSV Directors via a constitutional amendment
- The LSV Board should consider the implications of a wholesale amendment to its composition, including any requirement of transitional provisions to ensure appropriate knowledge retention and handover in formative years of the new structure
- Each element of this Recommendation can be bundled into one (or more) resolution(s) or dealt with separately by the LSV Board (and subsequently, at General Meetings)

8.2.3. Recommendation 6: Definition of Independence for LSV Directors

Recommendation 6

All Directors will be required to be independent and will be subject to the standard presently applied for appointed LSV Directors:

- Candidates for directorships must declare any position held in a Life Saving Club or Associate Member (as defined in the LSV Constitution), including as an office bearer, director or paid appointee
- Upon appointment, Directors must resign from any paid role with, or position they hold on the board or committee of management of, a Life Saving Club or Associate Member (or other related entity as determined appropriate by LSV)

Current LSV arrangements permit elected directors to declare any position held in a Life Saving Club or Associate Member (as defined in the LSV Constitution) and offer to exclude themselves from discussions on any matter that will impact on the interests of the Club or Associate Member.

For clarity, an independent Director in the potential future LSV context relates to a Director of LSV being independent of other critical roles within the lifesaving movement. It is not a 'class' or 'category' of director for LSV.

This recommendation means that the same standard of independence will be upheld for all LSV Directors, and enshrined in the LSV Constitution.

Criticality

Critical: To better manage conflicts of interest and to serve the interests of LSV as a whole through full and proper exercise of fiduciary and legal duties, all Directors must be independent.

Justification and Benefit

This recommendation addresses the following issue from the Gap Analysis (refer to section 5.2):

- *Issue 3: Lack of independence of directors*

This recommendation also addresses the following opportunity from section 5:

Challenges with Board Composition, Skills and Operations

- Opportunity 6: Optimise Board skillset

Change Required

- A LSV Board resolution to accept that a new Board composition for LSV is required to achieve better governance practice
- The new voting membership of LSV would vote on whether to have the definition of independence for all LSV Directors changed via a constitutional amendment
- The Governance Charter would also need to be amended to remove references to portfolio directors, and to directors needing to balance their ‘two hats’

Implementation Considerations and Risks

- This constitutional amendment can emphasise the importance of having lifesaving and Aquatic Industry expertise on the Board, which will become a critical part of the skills matrix to be considered by the Nominations Committee. Potential candidates for Director positions may be identified from inside or outside the LSV member base. For clarity, this change is not intended to result in the LSV Board not having people from within the lifesaving movement in Victoria offer themselves to be elected or appointed to the LSV Board. In fact, it would be expected that some or all the directors on the LSV Board would have experience in the lifesaving movement or Aquatic Industry (although that would not be a prerequisite)
- Existing Directors would still be entitled to be elected or appointed to the Board provided they were still eligible at the time of seeking appointment and subject to constitutional requirements relating to independence

- Director independence should require that each Director resign from any position they hold on the executive, board or committee of management of a Life Saving Club or Associate Member immediately upon appointment. This is a stricter approach than the existing constitutional requirement under which an appointed Director is required to resign from any such role within three months of their appointment. For clarity, presently, elected Directors are not required to resign from such roles but must declare any position they hold in a Life Saving Club or Associate Member and exclude themselves from discussions that impact on the interests of their Life Saving Club / Associate Member. An indicative definition of independence of (all) directors for the consideration of LSV is:

“Upon appointment or election, and by the commencement of their term, Directors of LSV must resign from any position they hold on the executive, board or committee of management of the Life Saving Club or Associate Member; a position on an Advisory Council committee, or as an employee of Life Saving Victoria”

- Any amendment would need to accommodate the role that LSV Directors might undertake as a LSV representative on the SLSA and RLSSA Boards (and RLSSV Board, if appropriate) and on any LSV Board committee, subcommittee or advisory group

8.2.4. Recommendation 7: Choosing the Chair (President) of LSV

Recommendation 7

LSV should make the following constitutional amendments to give effect to the following changes to the LSV Chair:

- (a) The Chair of LSV (referred to by LSV as the President) will not be elected (directly) by the voting membership of LSV
- (b) The LSV Board will choose its leader for a three (3) year term
- (c) Any Director of LSV can be the President, and therefore the Chair of the Board

The role of the Chair (currently referred to as the President) will not be elected via a ‘popularity contest’ of the voting membership of LSV, with the Board determining who its leader should be for the best workings of the LSV Board, and in the best interests of LSV.

Criticality

Critical: To ensure the Board has the power to appoint the best candidate from among the Directors to act as the Board Chair and not rely on an externally elected candidate to act in that role.

Justification and Benefit

This recommendation addresses the following issue from the Gap Analysis (refer to section 5.2):

- *Issue 6: Appointment of external President*

This recommendation also addresses the following opportunity from section 5:

Challenges with Board Composition, Skills and Operations

- Opportunity 6: Optimise Board skillset

Change Required

- A LSV Board resolution to accept that the model for appointing the LSV Chair requires amendment to achieve better governance practice
- The new voting membership of LSV would vote on whether to alter the arrangements of determining the Chair of LSV via a constitutional amendment

Implementation Considerations and Risks

- The LSV Board should consider any requirement of transitional provisions to ensure appropriate knowledge retention and handover to any new LSV Chair
- There would be no limitation on existing Directors seeking appointment as Chair provided they were still an eligible Director at the time of seeking appointment
- Each element of this Recommendation can be bundled into one (or more) resolution(s) or dealt with separately by the LSV Board (and subsequently, at General Meetings)

8.2.5. Recommendation 8: Role of the Nominations Committee

Recommendation 8

LSV should enshrine the role of the Nominations Committee in the Constitution.

The role of the Nominations Committee is to encompass:

- Ensuring the Board has the right mix of skills, diversity, and expertise (expressly including lifesaving and Aquatic Industry)
- Succession planning, including identifying potential candidates for appointment and election
- Assessing candidates for election, and ensuring they meet the definition of independence as outlined in the Constitution (refer to Recommendation 6), and meet the requisite skills, expertise and diversity for the LSV Board

The Nominations Committee’s roles are currently set out in the LSV By Laws. The Nominations Committee has two roles:

- In relation to the ordinary Directors (other than the AEIEC Director), a limited role assessing the fitness and propriety of nominees and making recommendations in respect of the independent appointed Directors

- Considering and recommending nominees by the AEIEC of an ordinary Director, Council Representatives and the AEIEC Chair

This recommendation will ensure that the role of the Nominations Committee is formalised via the Constitution, and expanded. The role of the Nominations Committee will be critical. It will identify persons to fill skill gaps within the LSV Board, as well as supporting the succession planning of LSV as it relates to its governance (which is not presently clear or documented).

Criticality

Critical: Maintaining appropriate skills, expertise and diversity on the Board through a systematic approach is critical for ongoing good governance. A highly functioning Nominations Committee can support this.

Justification and Benefit

This recommendation addresses the following issues from the Gap Analysis (refer to section 5.2):

- *Issue 2: Optimal Board composition is limited by the director election system*
- *Issue 4: Limited role of Nominations Committee*
- *Issue 19: No clear succession plan or documented succession planning process for the LSV Board*

This recommendation also addresses the following opportunity from section 5:

Challenges with Board Composition, Skills and Operations

- Opportunity 6: Optimise Board skillset

Change Required

- A LSV Board resolution to accept that the governance model for LSV requires amendment to achieve better governance practice in the form of formalising an expanded role for the Nominations Committee
- The new voting membership of LSV would vote on whether to enshrine the Nominations Committee via a constitutional amendment
- The terms of reference of the Nominations Committee (as set out currently in the By Laws) will need to be amended to reflect the recommendations of the Review, including consideration as to the appropriate membership to deliver against the recommendations

Implementation Considerations and Risks

- The LSV Constitution does not expressly provide for a Nominations Committee, which is simply a subcommittee of the Governance Committee (refer to By Laws 6.4 and 6.5)
- LSV's constitutional amendment should establish the Nominations Committee as a standing committee for the purposes of Rule 33.7 of the LSV Constitution

- If the Nominations Committee is established in this way, the charter, composition and reporting obligations would need to be set out in the By Laws. LSV could consider amending Rule 33.7 so that the Nominations Committee charter or terms of reference could be published outside of the By Laws in standalone terms of reference documents
- LSV should consider optimal composition, scope of powers and procedures for the Nominations Committee. This might include consideration of whether the Nominations Committee would be empowered to independently identify candidates and / or seek nominations via Councils, which the Committee could veto until such time as a candidate with suitable skills and expertise is found
- It is acknowledged that LSV as an organisation has existing processes in place for convening LSV Board subcommittees. This recommendation is not intended to necessarily alter those processes. LSV should consider (potentially amongst other things) the types of skills required on the Nominations Committee, the persons who sit on the Nominations Committees (including those from the lifesaving movement but not necessarily sitting on the LSV Board) and the degree of independence on the Nominations Committee (refer to Recommendation 12)
- The Nominations Committee should be able to access tools (refer to Recommendation 13) that may assist in the identification of appropriate Board skills, expertise and diversity, including:
 - Succession planning tools
 - A detailed skills matrix
 - Board and individual Director performance assessments

8.3. Council Roles and Operations

Recommendations 1 and 2 above set out a recommended new model for structure and governance for LSV and the status of Councils within this new governance model. This section addresses the specific roles and operations that Councils should follow within this model.

For the purposes of the Review, it is assumed the scope and expertise provided by the five existing Councils is valued by LSV's Board, Executive Management Team and membership.

8.3.1. Recommendation 9: Retention of the Councils as Advisory Councils

Recommendation 9

Under the new LSV governance model, the following will apply to Councils:

- (a) The role of the Councils should be enshrined in the Constitution, with the primary function being subject matter expertise for the LSV Board and the LSV Executive Management Team. These Councils will be known as ‘Advisory Councils’. Advisory Councils should be referred to in the Constitution in the ‘general’ form (with their functionality and focus not specifically outlined)
- (b) Consultation with the Advisory Councils by the LSV Board should be mandated in the Constitution (at least twice yearly with the LSV Board and otherwise as required)
- (c) For the purposes of simplicity and for the sharing of relevant subject matter information, the Clubs will retain a role as delegates to Advisory Councils
- (d) Each Advisory Council shall have a Council Committee of five (5) persons (or such other number as the LSV Board considers appropriate for that Advisory Council) elected by the Clubs other than AEIEC, which will nominate its Council Committee with those nominations being reviewed by the Nominations Committee and appointed by the LSV Board
- (e) Advisory Councils should meet quarterly (and otherwise as required) to allow for Clubs (and Aquatic Industry participants for AEIEC) and the LSV Executive Management Team to surface issues and opportunities
- (f) Advisory Councils, with the approval of the LSV Board and / or Executive Management Team, can convene working groups as required by the organisation (which need not be specifically referred to in the By Laws)
- (g) The LSV Board should have the power to disband Advisory Councils and / or create new ones

Through this recommendation, the value provided to LSV by the Councils is retained. It also enables the LSV Board and Executive Management Team to access relevant subject matter expertise in a more flexible manner.

Further, Councils can focus on delivering subject matter expertise, and less on the existing machinations of Council operations and execution risk attached to functional delivery.

A further benefit is that the role of the Councils becomes less autonomous and operational which enables the ‘buck’ to stop with the LSV Board. This is aided by the elimination of ‘blind spots’ and responsibility ‘shifting’ that arises from the Councils having execution powers without clear oversight by the LSV Board.

Criticality

Critical: Councils will continue to provide an important role in the LSV governance structure and provide advisory support to LSV while supporting information flows between LSV and Clubs, members and Aquatic Industry partners.

Justification and Benefit

This recommendation addresses the following issues from the Gap Analysis (refer to section 5.2):

- *Issue 1 and 14: Adequacy of oversight by Board of Council/Council Executive actions*
- *Issue 5 and 18: Extensive executive/operational powers granted to Councils, Council Executives and officer roles, blurring the line of separation of governance (via Councils) and management*
- *Issue 15: Functional actions and decisions of Councils can impact on overall LSV financial position without adequate approvals by LSV*
- *Issue 16: Adequacy of Council risk reporting to the Board relating to any financial, operational, legal or reputational risk or liability*
- *Issue 21: Strategic plan does not include specific budget or operational targets of Councils*

This recommendation also addresses the following opportunities from section 5:

Council Powers and Operations

- Opportunity 4: Realignment of the separation of powers between LSV and Councils
- Opportunity 5: Simplify the role of Councils

The Volunteer Burden

- Opportunity 8: Less administrative burden on volunteers
- Opportunity 9: Less governance burden on volunteers
- Opportunity 10: Ensure the attractiveness of volunteer positions and opportunities

LSV's Constituent Documents are Complex

- Opportunity 11: Sustainable operating model

Change Required

- A LSV Board resolution to accept that the role and responsibility of Councils requires amendment to achieve better governance practice
- The new voting membership of LSV would vote whether to enshrine the role of Advisory Councils via a constitutional amendment
- The number and focus of Advisory Councils is to be determined by the LSV Board, with terms of reference for the chosen Advisory Councils amended to reflect recommendations of the Review
- The LSV Board to amend the By Laws to reflect the recommendations of the Review

Implementation Considerations and Risks

- Whilst ultimately the choice of LSV, the five existing Councils could be retained under this model as each can bring different but relevant subject matter expertise to the LSV Board and Executive Management Team. These can be supplemented (or changed) on an 'as-needs' basis by other Advisory Councils required by the Board. This recommendation also does not advocate for a change in the number and nature of Advisory Councils but does support building into the LSV Constitution sufficient flexibility to add or disband Advisory Councils to suit the organisational needs from time to time without being constitutionally constrained
- Terms of reference for Advisory Councils should be approved by the Board. These terms should be drafted in accordance with good practice and outline the purpose, scope, responsibilities, powers, role of the Advisory Council and Chair, mandated consultation requirements, timelines and duration of effect / appointment of Advisory Council and a schedule of Board review
- The Advisory Council Committees could, subject to the approved terms of reference, appoint sub-committees or individuals to perform certain roles. Those roles should be approved by the Board and be backed by further terms of reference / position descriptions. These need not be included in the By Laws but must be subject to the scope of powers granted to the Advisory Council by the Board. Consideration should be given to the administrative burden placed on the LSV Executive Management Team before such decisions are approved by the LSV Board and / or the LSV Executive Management Team
- Formal structures for the election of members to the Advisory Council Committees should be developed that outline considerations such as the eligibility and qualification requirements and terms for Advisory Council Committee members
- Each Club can appoint a single delegate to attend Advisory Council meetings. These meetings should be held at least quarterly or otherwise as required, with the reduced number of meetings assisting in addressing the volunteer burden and administration inefficiency
- Advisory Council Committees and properly convened working groups will continue to offer pathway development opportunities for those within the LSV movement who desire to move into governance roles within the LSV structure

8.3.2. Recommendation 10: Operational Roles Outside of the LSV Paid Organisational Structure

Recommendation 10

In relation to volunteer roles outside of the LSV paid organisational structure:

- (a) LSV should review operational roles, including those presently vested in Councils in consultation with subject matter experts including representatives of Councils and other stakeholders
- (b) LSV, in consultation with others such as those listed above, should consider the relevance and requirement for all operational roles (including both paid and volunteer roles)
- (c) Regardless of the above, and primary to this Recommendation, all operational roles to be retained should have specific accountability via the LSV Executive Management Team
- (d) It is recommended that LSV consider the following parameters in determining the future of operational roles:
 - That operational roles in LSV should continue to be a combination of volunteer and paid positions)
 - The risk of the role (for the organisation, and personally, especially for volunteer roles)
 - Whether the role is replicated (even partially) within the LSV operational structure
 - The preferences and needs of volunteers, including the difficulty in ‘filling’ a volunteer role
 - The method of choosing the person to undertake the role (especially volunteer roles)
 - The existing workload and responsibilities of LSV paid staff
 - The sufficiency of the overall funding and resource base of LSV to take on additional roles and responsibilities (if deemed appropriate), whether via existing or new paid staff roles
 - How the transition of any prior volunteer roles into paid staff roles (if deemed appropriate) should be phased into the LSV operational structure

This recommendation primarily addresses accountability gaps within LSV’s organisational structure (comprising both paid staff and volunteers). It also represents a step-change for LSV, with, in certain instances, contemplation of a move away from volunteer-led administration. Any changes proposed by LSV could potentially require additional paid headcount within the LSV organisational structure. However, a delivery model such as that proposed can:

- Benefit from efficiencies arising from less time and effort servicing Council operations
- Continue to be supported by volunteer roles who are accountable to the LSV Executive Management Team

- Bring consistency to the services it provides
- Mitigate LSV organisational and Board risk
- Potentially mitigate personal risk for volunteers

This Review has not proposed an alternative organisational structure. A review will need to be undertaken by LSV of all operational roles within LSV across volunteer and paid positions— a task likely to be resource intensive. It is recognised that volunteers are fundamental to the success and future of LSV and that, as a member-based organisation, volunteer roles can (and should) be retained. Such decisions on future operational roles at LSV should have a number of considerations, including the risk of the role and the preferences and needs of volunteers (these are contemplated in detail in the recommendation itself). This review of operational roles should be conducted in consultation with relevant stakeholder groups.

However, the primary intention of this recommendation is that all operational roles within LSV (including retained volunteer roles) have accountability via the LSV Executive Management Team (and therefore the LSV Board), along with ensuring proper accountability and risk mitigation for the organisation and those that rely upon its work.

Criticality

Critical: An organisational delivery model for LSV, supported by clearly understood roles and responsibilities and with volunteers and paid staff that work within the broader delegated accountability of the LSV Executive Management Team, helps reduce risk and delivery ‘blind spots’ for the LSV Board, the LSV Executive Management Team, individual volunteers, and potentially, the general public.

Justification and Benefit

This recommendation addresses the following issues from the Gap Analysis (refer to section 5.2):

- *Issue 1 and 14: Adequacy of oversight by Board of Council/Council Executive actions*
- *Issue 5 and 18: Extensive executive/operational powers granted to Councils, Council Executives and officer roles, blurring the line of separation of governance (via Councils) and management*
- *Issue 16: Adequacy of Council risk reporting to the Board relating to any financial, operational, legal or reputational risk or liability*

This recommendation also addresses the following opportunities from section 5:

Council Powers and Operations

- Opportunity 4: Realignment of the separation of powers between LSV and Councils
- Opportunity 5: Simplify the role of Councils

The Volunteer Burden

- Opportunity 8: Less administrative burden on volunteers

- Opportunity 9: Less governance burden on volunteers
- Opportunity 10: Ensure the attractiveness of volunteer positions and opportunities

LSV's Constituent Documents are Complex

- Opportunity 11: Sustainable operating model

Change Required

- LSV to undertake a detailed review of all roles presently vested in Councils and all operational roles in LSV
- LSV to ensure all roles, with their responsibilities, fit within the broader accountability of the LSV Executive Management Team
- If required, resourcing could be required to supplement the existing organisational structure of LSV
- The LSV Board to amend the By Laws to reflect the recommendations of the Review, and recommendations from the review of all volunteer and operational roles within LSV

Implementation Considerations and Risks

- This review relates only to volunteer and paid staff roles within the LSV organisational structure and not Club roles. This recommendation is not intended to have any impact on Club volunteer roles (either Committee or other Club administration roles) or patrolling volunteer members
- It is understood the value of LSV relying on volunteer roles residing in Councils has not previously been comprehensively assessed or measured. As such, any fundamental change to the delivery model of LSV could have significant implications to the existing LSV organisational structure and the service delivered by LSV
- Other than the principle of all operational roles having accountability via the LSV Executive Management Team, any other change driven by other elements of this recommendation requires a more robust evidence base to be in place before fully implemented by LSV. The provision of that evidence base is outside the scope of SIGPA's Review
- Any substantial change to the organisational structure will potentially require consideration of appropriate phasing of those roles into or out of the organisational structure of LSV
- The LSV By Laws (or other documents which house the description of roles and responsibilities for ongoing volunteer positions) will need to be reviewed to ensure that the responsibilities attached to ongoing volunteer positions are appropriately defined and do not give those roles any responsibility for which they are not accountable to the LSV Executive Management Team
- The LSV Executive Management Team will also need to amend the position descriptions of existing paid staff roles impacted by any change related to the implementation of this recommendation. Any new paid staff roles created will need to have position descriptions written

8.4. Other Changes to Achieve Good Governance

The following recommendations focus on changes to Board governance practices to address issues identified in the Gap Analysis and are designed to bring LSV in line with good governance practice.

8.4.1. Recommendation 11: Stakeholder Engagement Plan

Recommendation 11

LSV should develop a stakeholder engagement plan to stipulate how it will engage with key stakeholders.

Presently, LSV does not have a designated stakeholder engagement plan in place. Given the apparent disconnect between (in particular) Clubs and the upper echelons of the LSV governance model, such a plan is considered important for LSV.

A stakeholder engagement plan for LSV should set out in broad terms how LSV will communicate to, and engage with, key stakeholders to inform its strategy and operational execution and maintain transparent communication. This recommendation also addresses the perception raised in consultations that LSV lacks transparency in its communications.

The plan should consider communications with stakeholders including:

- LSV Clubs and their members
- Other recognised members of LSV (such as Life Members)
- Advisory Councils
- The Aquatic Industry
- Affiliated organisations such as SLSA and RLSSA
- Government stakeholders including the Department of Justice and Community Safety and Emergency Management Victoria, Department of Education and Sport and Recreation Victoria
- Partners and suppliers
- General public

The stakeholder engagement plan should also set the parameters for how Advisory Councils engage with the LSV Board and the LSV Executive Management Team, and Clubs.

Criticality

Critical: A documented and published stakeholder engagement plan will help to set expectations for stakeholder engagement, promote transparency and hold LSV to account for engaging effectively.

Justification and Benefit

This recommendation addresses the following issues from the Gap Analysis (refer to section 5.2):

- *Issue 7: Potential for disconnect between constituents and Councils*
- *Issue 8/20: No formal stakeholder engagement plan to entrench ongoing engagement with stakeholders*

This recommendation also addresses the following opportunities from section 5:

Strengthening the Member Voice

- Opportunity 1: Representation of all LSV stakeholders
- Opportunity 2: Strengthen the voice of members

Change Required

- Development and adoption of an organisational-wide stakeholder engagement plan by the LSV Board

Implementation Considerations and Risks

- The LSV Board should engage with its stakeholders in formulating the stakeholder engagement plan to ensure it is fit-for-purpose across the organisation, and for the wide array of stakeholders

8.4.2. Recommendation 12: Independent Chair for Finance, Risk and Audit Committee (FRAC)

Recommendation 12

LSV should appoint an independent, non-Board member, Chair of its Finance, Risk and Audit Committee. LSV should also consider mandating the involvement of independent persons as part of other key committees such as the Governance Committee and the Nominations Committee.

Alternative Option: Should LSV determine that it is not in favour of supporting a Chair of its Finance, Risk and Audit Committee that is independent and not a Board member, it should at the minimum maintain independent, non-Board member representation on the Committee (as is the case now).

While the LSV FRAC is currently chaired by a LSV Director, good governance practice suggests that an independent chair be appointed to FRAC. Having an independent Chair helps to ensure that financial reporting is transparent and effective.

Criticality

Less Critical: The LSV FRAC Chair is currently an Appointed Director of the LSV Board and the By Laws require members to have relevant expertise. However, an independent Chair can be considered by the LSV for enshrinement in the By Laws. At the minimum, LSV should maintain independent, non-Board member representation on the FRAC.

Justification and Benefit

This recommendation addresses the following issue from the Gap Analysis (refer to section 5.2):

- *Issue 11: Potential lack of independence in the FRAC*

This recommendation also addresses the following opportunity from section 5:

Challenges with Board Composition, Skills and Operations

- Opportunity 6: Optimise Board skillset

Change Required

- The LSV Board should include in the By Laws a requirement that the Chair of the FRAC be independent

Implementation Considerations and Risks

- The FRAC can have up to seven members of who two must be LSV Directors
- The By Laws allow the Board to appoint the FRAC Chair. It would be a relatively simple update to the By Laws to add in that the Chair must be independent of the LSV Board and any other relative measures of independence (such as is proposed to be the case for Directors under Recommendation 6)
- At the minimum, LSV should maintain independent, non-Board member representation on the FRAC
- The LSV Board could consider further whether each of the Governance Committee and Nominations Committee should include in its Terms of Reference that it be chaired by an independent Chair. It is often the case that these types of committees feature some independence as part of their composition

8.4.3. Recommendation 13: Ensuring Board Skills, Expertise and Diversity

Recommendation 13

The LSV Board should adopt measures to ensure that appropriate skills, expertise and diversity are maintained on the LSV Board, including by:

- Talent identification and succession planning
- Development of a detailed Board skills matrix
- Documenting the process for Director appointments
- Introducing a documented and formal process for performance evaluation of the Chair, individual Directors and the Board as a whole

Critical: Maintaining appropriate skills, expertise and diversity on the LSV Board is critical for good governance.

Justification and Benefit

This recommendation addresses the following issues from the Gap Analysis (see section 5.2):

- *Issue 17: No system for the assessment of the performance of individual directors*
- *Issue 19: No clear succession plan or documented succession planning process for the LSV Board*

This recommendation also addresses the following opportunities from section 5:

Strengthening the Member Voice

- Opportunity 3: Support diversity measures to grow the diversity of the membership

Challenges with Board Composition, Skills and Operations

- Opportunity 6: Optimise Board skillset

LSV's Constituent Documents are Complex

- Opportunity 11: Sustainable operating model

Change Required

- Ensure the scope of the Nominations Committee (refer to Recommendation 8) as set out in its terms of reference includes responsibility for establishing and maintaining some of these recommended measures, as are deemed appropriate
- Develop the necessary tools and document the necessary policies, processes and procedures to support the measures

Implementation Considerations and Risks

- It is envisaged that the establishment, oversight and implementation (in some cases) of these activities would be actioned by the Nominations Committee (with support from the LSV Executive Management Team)

8.4.4. Recommendation 14: Clarify Director/Staff Communication Protocols

Recommendation 14

The LSV Board should reconfirm that the Board has delegated the management of LSV to the LSV CEO and that Directors should no longer freely liaise with the LSV Executive Management Team in relation to operational matters (without express approval of the LSV CEO) (refer to Recommendation 4)

Ordinary Directors elected by Councils under existing governance arrangements are expressly permitted by the Governance Charter to liaise with the LSV Executive Management Team (and staff) on matters directly related to the Council that elected them. This is not considered good practice, given the apparent lack of separation between LSV's governance and its management.

With the transition of the role of portfolio Director to independent Director, this express permission should be removed. The Board should ensure its delegation over the management of LSV is solely via the LSV CEO.

For clarity, this recommendation is focused on directors and their communication with paid staff of LSV (noting that the current volunteer, Aquatic Industry, and staff direct communication and interactions should be maintained and enhanced in support of LSV’s purpose).

Criticality

Critical: LSV’s Board Directors should no longer have the power to freely engage with the LSV Executive Management Team on operational matters as this creates confusion in reporting lines and inefficiencies in the delivery of LSV programs and activities. Good governance requires that the CEO acts as the conduit between the Board and the LSV Executive Management Team.

Justification and Benefit

This recommendation addresses the following issue from the Gap Analysis (refer to section 5.2):

- *Issue 26: Director/staff communication protocols permit unfettered liaison by ordinary directors with executive management responsible for the portfolio held by the director*

This recommendation also addresses the following opportunities from section 5:

Council Powers and Operations

- Opportunity 4: Realignment of the separation of powers between LSV and Councils

Challenges with Board Composition, Skills and Operations

- Opportunity 7: Clarify director and staff interaction

Change Required

- The LSV Board should redraft the LSV Governance Charter to redefine the role of the LSV Directors and clarify that the Board’s primary relationship in relation to the management of LSV and its activities is through its delegation to the CEO

Implementation Considerations and Risks

- When reconsidering the LSV Governance Charter, the Board should address in what circumstances Directors are permitted to engage with the LSV Executive Management Team (ensuring any permission fits within good governance convention)

8.4.5. Recommendation 15: Review of Other Process and Policy Documentation

Recommendation 15

LSV should:

- (a) Develop a formal compliance system allowing for an annual review of LSV's compliance with legislative and regulatory requirements
- (b) Update the LSV website to include accurate information on Victorian Child Safe Standards
- (c) Ensure that the Board is comfortable with the level of detail in Board meeting minutes and that sufficient information is provided to Directors
- (d) Consider publishing its risk register to constituent groups

This recommendation relates to governance documentation and addresses issues from the Gap Analysis, to bring LSV into line with good practices.

Criticality

More critical (Recommendations (a) and (b)): A compliance system for overseeing LSV's management of legislative/regulatory compliance is critical, particularly given the complex legislative environments in which LSV operates. LSV should also be sharing with constituent groups accurate information via its website on critical topics such as child safeguarding.

Less Critical (Recommendations (c) and (d)): Board minutes should provide sufficient information for Directors and other stakeholders to be able to review Board proceedings, and to be an appropriate record to represent Board workings and decisions for future posterity and precedent. Stakeholders also grow trust in LSV if there is transparent sharing of organisational risk which strengthens LSV's culture of governance.

Justification and Benefit

This recommendation addresses the following issues from the Gap Analysis (refer to section 5.2):

- *Issue 22: Level of detail in Board meeting minutes*
- *Issue 23: LSV does not publicly publish its risk register*
- *Issue 24: LSV website provides outdated information about the Victorian Child Safe Standards*
- *Issue 25: No formal system for annual review of LSV compliance with all legislative and regulatory requirements*

Change Required

- The LSV Executive Management Team should develop a formal compliance review system that should be approved by the Board (via a recommendation of the FRAC)

- The LSV Executive Management Team should update the LSV website as soon as possible to ensure current and accurate information on the Victorian Child Safe Standards is captured
- The LSV Board should review the quality and detail of its Board minutes and agree on any changes to the reporting that may be required
- The LSV Board (via a recommendation of the FRAC) should determine whether and how to publish risk information to its stakeholder groups

Implementation Considerations and Risks

- Information relating to Victorian Child Safe Standards should be updated as soon as possible and does not require the intervention of the LSV Board
- Establishing and maintaining a compliance system is likely to require both human and financial resources. The quantification of these resources is outside of the scope of the Review

9. Implementation Considerations

This section is concerned with the implementation of the recommendations made in section 8. The information is designed to assist LSV in developing its detailed implementation plan. It consists of three parts.

Part 1 Implementation Risks (section 9.1)

Identifies some of the potential risks associated with the implementation of recommendations including risk around change management, budget and resourcing, effectiveness and timing.

Part 2 Communication Considerations (section 9.2)

Sets out considerations in respect of communications to help LSV in designing an engagement process to facilitate the changes.

Part 3 Timeline Considerations (section 9.3)

Identifies key timing considerations for LSV to consider adopting as the basis for a detailed implementation plan.

9.1. Implementation Risks

The following risks to the implementation of recommendations have been identified based on the Review, the nature of the recommendations themselves, our experience with previous governance change projects and our understanding of LSV's current environment.

This table is not intended to constitute a formal and comprehensive risk assessment. Rather, its purpose is to identify some of the more significant risks that LSV may wish to consider in developing a more detailed implementation plan.

Risk	Potential Mitigation Strategies
<p>Change Management – Constitutional changes are not supported by the necessary majority of members</p>	<ul style="list-style-type: none"> • Set a realistic timeframe to allow for external consultation, feedback, amendment and execution of the changes • Develop an engagement strategy and communication plan • Identify key influencers and potential 'champions' of change – focus efforts on engaging with these stakeholders
<p>Change Management – Changes are not adopted holistically, therefore not achieving the full benefit of the recommendations</p>	<ul style="list-style-type: none"> • Communicate the value and benefits of all proposed changes to members and stakeholders through meaningful engagement using approaches best suited to the relevant stakeholder groups (e.g. forums, existing standing meetings, town halls, individual meetings, etc.) • Communicate the value of the changes as a holistic package
<p>Change Management – Members' reluctance to vote to adopt more significant, sensitive or controversial recommendations means that they choose to vote against all (or other)</p>	<ul style="list-style-type: none"> • Communicate the value and benefits of all proposed changes to members and stakeholders through meaningful engagement using approaches best suited to the relevant stakeholder groups (e.g. forums, existing standing meetings, town halls, individual meetings, etc.)

Risk	Potential Mitigation Strategies
less sensitive recommendations	<ul style="list-style-type: none"> • Present the eventual changes arising from recommendations to members as separate, discrete motions, allowing members to consider each on its merits
<p>Change Management – The LSV Board does not have the trust or goodwill of its members and / or stakeholders to make the case for such a significant suite of constitutional and governance changes</p>	<ul style="list-style-type: none"> • Ensure that the Board is aligned on all recommendations/ changes to be taken to the members and stakeholders • Assess whether and where trust and goodwill are lacking at present within the members and stakeholders (or subsets thereof) • Communicate that changes are based on the recommendations of an independent review of LSV’s current state against established good governance principles and included wide consultation with key stakeholders (including Board Members, Executive Management Team, Councils, Clubs, Life Members and others)
<p>Change Management – Ability to promote the benefits of the changes</p>	<ul style="list-style-type: none"> • Develop a communication plan considering the key stakeholders, stakeholder risks, key messages, etc. in order to support consistent, positive messaging and proactive communication
<p>Budget and Resources – LSV does not allocate appropriate human and financial resources to the implementation of recommendations</p>	<ul style="list-style-type: none"> • Undertake a realistic assessment of the effort, skills and capabilities required • Develop a resourcing plan and budget for execution
<p>Budget and Resourcing – Pressing and urgent operational matters are prioritised over potentially less urgent but very important structure and governance changes that will positively impact the future of the organisation</p>	<ul style="list-style-type: none"> • Set a realistic timeframe that takes into account other priorities and critical dates (e.g. Board Meeting dates, Council Meeting dates, General Meeting dates, etc.) • Develop a project structure and actively manage and monitor the status of the project against agreed milestones • Ensure appropriate allocation of budget and resources
<p>Time – Change process takes longer than planned and key dates (e.g. AGM) are missed</p>	<ul style="list-style-type: none"> • As above
<p>Quality – Constitutional changes and key documentation are not effectively drafted, causing unintended consequences or limiting their effectiveness</p>	<ul style="list-style-type: none"> • Seek third party expert assistance to assist with more specialised or complex recommendations (e.g. drafting of new constitutional provisions)

Risk	Potential Mitigation Strategies
Unintended Consequences – Structure and governance changes have adverse impacts on the organisation or its activities (e.g. Clubs, volunteers, events, etc)	<ul style="list-style-type: none"> • Undertake external consultations with key stakeholders to identify concerns or potential impacts that the Board and Executive Management Team have not yet considered • This can be considered during and after implementation to regularly monitor progress and implications of change

9.2. Communication Considerations

Effective communication is a key contributor to the smooth execution of change. This is particularly so in the context of organisational structure and governance change which can seem complex, unnecessary and even threatening to some stakeholders.

Change is often driven by the promise of achieving positive outcomes or avoiding negative outcomes. While LSV will undoubtedly derive significant benefits by adopting the recommendations of the Review, those benefits may not be as prominent or important to some stakeholders. Equally, in the eyes of some stakeholders, benefits to the organisation may not outweigh what they perceive as negative impacts (e.g., a reduction in influence or involvement in the day-to-day operations of the organisation).

In such cases, change must be based on trust. The endgame for LSV needs to be a future where the organisation is better, and there are real benefits for stakeholders.

Building this trust will be a critical component of the implementation plan and requires excellent stakeholder management and communication. As such, SIGPA notes the following points for LSV to consider in developing its communication plan:

- LSV should establish a vision for the change proposed to articulate why the adopted recommendations are necessary and critical for LSV. This vision should be referred to regularly and consistently in communications with LSV’s stakeholders
- LSV should identify key influencers and change agents within the lifesaving movement who can assist them in influencing the members and stakeholders to support structure, governance and operations change
- LSV should consider whether third parties can add weight or credibility to its case for change (e.g. SLSA, RLSSA)
- LSV should segment its stakeholders and target its communications to the key segments. This requires an understanding of the motivators and drivers of these groups so that communications can be tailored to address their desires and / or concerns
- LSV should develop a comprehensive communication plan to ensure that key messages are developed and promulgated to stakeholders via effective and appropriate channels. These should include a combination of face-to-face and remote channels, and where appropriate, opportunities for feedback as well as ‘one-way’ information dissemination

- The implementation of the recommendations will not be complete until:
 - All adopted recommendations are fully implemented (i.e. beyond any transitional provisions)
 - The necessary behaviours are embedded in, and undertaken by, the LSV Board, Executive Management Team and other key stakeholders
- It is likely this will unfold over an extended period, notwithstanding that the latter will require the ongoing effort and consideration of the LSV Board (especially) and Executive Management Team. As such, it is recommended that the communication plan not only covers the period of time before and during the adoption of change, but is also monitored for a period of time after the adoption to ensure that the changes are embedded and benefits arising are communicated as applicable to relevant stakeholders

In parallel to developing its communication plan, LSV should (continue to) identify those persons within the lifesaving movement that can fill new and existing roles in the organisation, both now and in the future, including Board roles, Advisory Council roles, and other volunteer operational roles. This will also reiterate that members and stakeholders have a vital role to play for LSV going forward.

9.3. Timeline Considerations

LSV's implementation timeline needs to take into account the nature of the recommendations, most particularly:

- Those requiring Constitutional amendment and a vote by the members at a General Meeting
- A potential change in the voting members of LSV (as per Recommendation 3) which could necessitate an additional General Meeting to address recommendations to be voted upon post the membership change (assuming that is adopted by the LSV Board, and then approved by the existing voting members of LSV)
- Those which can be implemented directly by the Board and / or the Executive Management Team
- Resulting amendments required to the By Laws
- The imperative to maintain momentum for change of this nature weighed against ensuring members and stakeholders are properly informed about the change being proposed

The mechanism for change for each recommendation is specified throughout section 8.

9.3.1. Recommendations Not Requiring Constitutional Change

Those recommendations *not requiring* constitutional change can be implemented without formal, procedural constraints (other than where direction is needed from a Board resolution and / or changes to the By Laws). The timing of these recommendations should be based on:

- Them being adopted by the Board with appropriate guidance provided via a Board resolution where relevant
- LSV's determination of their urgency and / or importance

- The effort required to implement them, including changes to the By Laws and other processes embedded in the operations of LSV
- The available resources to implement them, both in the context of organisational operations and the additional workload imposed by the Constitutional changes

9.3.2. Constitutional Amendments

Constitutional amendments must be passed by a three-quarters majority at a General Meeting. Given the nature of governance change, significant organisational time and effort of both the LSV Board and Executive Management Team is required to communicate the proposed changes and their benefits to the members and stakeholders to increase the likelihood of achieving the necessary majority to pass proposed constitutional changes.

As alluded to above, a recommendation of the Review is to change the composition of the voting membership of LSV as the first of the constitutional changes recommended for LSV.

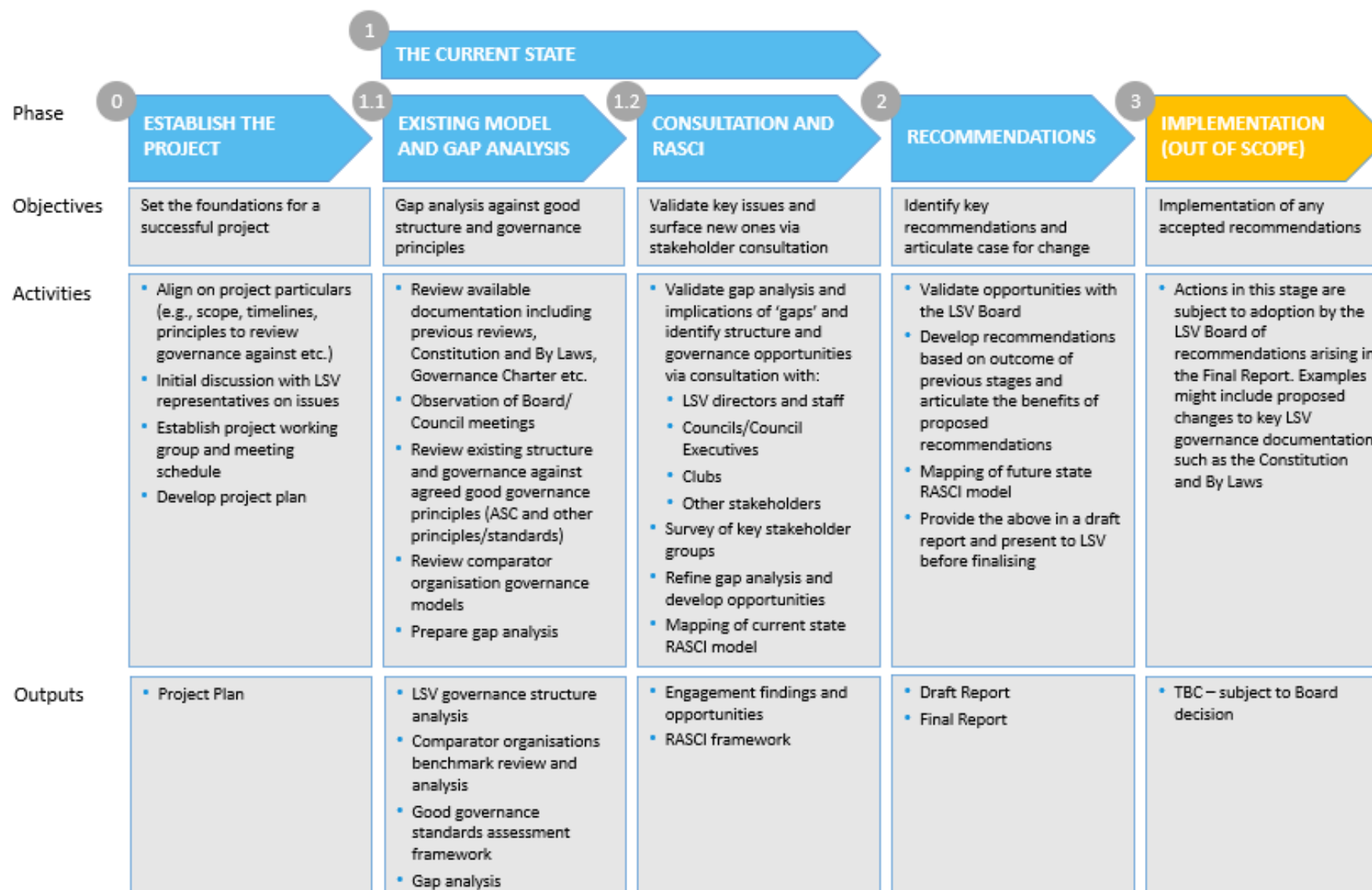
Key Phases for Implementing Constitutional Change

The key, high level phases for achieving Constitutional change, in addition to general project management, are:

- **Adoption** of the recommendations, i.e. the Board deliberating, amending if desired and adopting (or rejecting) the recommendations as they see fit
- **Drafting** of the changes, i.e. seeking legal advice and drafting the necessary resolutions outlining the proposed changes (including suggested documentary changes to key documentation such as the LSV Constitution)
- **Voting**, i.e. the voting of the membership for or against the changes at a General Meeting (potentially requiring two General Meetings given the proposal to change the voting membership of LSV)
- **Communication**, i.e. communicating the need for change, the changes themselves and the benefits (*in parallel* with the three phases above)

LSV's implementation plan for constitutional change adopted by the LSV Board to take to the voting membership should incorporate consideration of these elements.

Attachment 1 – Project Methodology



Attachment 2 – List of Documents Reviewed

This list includes documents reviewed in the Gap Analysis part of the Review.

Internal LSV Documents

Strategy

Life Saving Victoria 2021-2025 Strategic Plan, 2021

Policies

Staff Capability Framework, no date

Executive Team Charter, 21 February 2023

Life Saving Victoria Conflicts of Interest Policy, Version 3.0, 23 November 2022

Life Saving Victoria Risk Management Framework, Version 5.0, 27 July 2022

Risk Management Policy, Version 1.0, 27 July 2022

Whistleblower Policy, Version 2.0, 27 July 2022

Certificate of Currency, Associations Liability Insurance, 1 May 2023

Life Saving Victoria RTO Policies, Version 5.1, 10 July 2023

Standard Operating Procedures, various

Occupational Health and Safety Policy, 1 October 2004 (see also SLSA Occupational Health and Safety Policy dated July 2006)

History (Including Past Governance Reviews)

A History of Surf Life Saving Victoria, 2002, Alleyn Best et al

A Case Study (from a Not-for-Profit Perspective) of a Pathway to Achieving Higher Levels of Engagement and Commitment Between Government and the Community, 2017, Nigel Taylor

Historical Record of Specific Governance Training, 18 April 2023

Saving the Surf Life Savers, 1 March 2020, Australian Institute of Company Directors

Governance Discussion Paper, March 2018, Thoughtpost Governance Pty Ltd

Responses to Governance Review Discussion Paper, June 2018

LSV Governance Review v3 Presentation, 2012

Briefing Paper: Governance Review Support Project 2012, 26 June 2012

Meeting Notes – Governance Review Process, 1 August 2011

Modified LSV Constitution, 25 September 2012

Summary of Significant Changes to the LSV Constitution, 24 October 2012

Stakeholder Engagement and Reporting

Life Saving Victoria Limited Annual Financial Report FY2022, 6 December 2022

AGM Agenda, 2019

2018 AGM Minutes (Unsigned), 10 November 2018

2019 AGM Minutes (Unsigned), 9 November 2019

2020 AGM Minutes, 14 November 2020

2021 AGM Minutes (Unsigned), 13 November 2021

2022 AGM Minutes (Unsigned), 12 November 2022

2022 Annual Council Meetings: Election Statistics, 2022

Lifesaving Capability and Resourcing Review, 2022

LSV Circulars, various

LSV eNews, various

Board Papers, Documents and Reports

Life Saving Victoria Board Performance Evaluation 2021-22, 2022

Draft Board Briefing Paper (unnumbered, on Victorian Surf Rowers League Governance), for meeting 25 July 2023

Board Meeting Minutes, from meeting 26 April 2023

Board Meeting Minutes, from meeting 21 February 2023

Board Meeting Minutes, from meeting 6 December 2022

Board Briefing Paper No.478, for meeting 6 December 2022

Board Meeting Minutes, from meeting 22 November 2023

Board Meeting Minutes, from meeting 4 October 2023

Board Meeting Minutes, from meeting 23 August 2023

Board Meeting Minutes, from meeting 26 July 2023

Board Meeting Minutes (Unsigned), from meeting 17 April 2018

Example Director Appointment Letter, 9 September 2022

LSV Governance Board Director Induction, 23 November 2022

Finance, Risk and Audit Committee Meeting Agenda and Draft Budget 2023-24, for meeting 11 July 2023

Rolling 2023 Board Workplan, no date

Vicsport LSV Board Skills Audit, 1 February 2023

Vicsport LSV Finance, Risk and Audit Standing Committee Skills Audit, 1 February 2023

Vicsport LSV Governance Standing Committee Skills Audit, 1 February 2023

Vicsport LSV Honours and Awards Standing Committee Skills Audit, 1 February 2023

AICD Course – Director and EMT Register, no date

Governance and Board Policies

Life Saving Victoria Governance Framework, LSV, no date

Life Saving Victoria Constitution, Amended 12 November 2016

Life Saving Victoria By Laws, Version 29, 1 February 2021

Life Saving Victoria Governance Charter, 23 November 2022

Model Criteria for LSV President and Directors, no date

Delegation of Authority Policy, Version 11.0, 23 November 2022

By Laws (Version 29) Future Issues List, no date

Council Papers, Documents and Report

Aquatic Sports Council Annual Report 2022-23, 11 August 2023

Council of Lifesaving Clubs Annual Report 2022-23, 2023

Life Saving Operations Council Annual Report 2022-23, no date

Membership and Leadership Development Council Annual Report 2022-23, 7 August 2023

Aquatic Sports Council Quick Reference – Roles and Responsibilities, Version 4, 28 October 2022

Aquatic Sport Code of Conduct, Version 2.0, 13 November 2020

Sports Safety Handbook, Version 1.0, 9 September 2020

Council Executive 2023 Position Descriptions, 2023

Process Flow: LSV Member Voice – Ideas, Initiatives and Decision Making, 14 June 2023

Membership & Leadership Development Handbook 2020/21, 2020

Safer Public Pools – Code of Practice, Version 2.0, 1 October 2021

Comparator Organisation Documents

RLSSA

2023 RLSSA National Aquatics Symposium Report, 2023, Royal Life Saving Society – Australia

Royal Life Saving Society – Australia Constitution, Amended 25 October 2014, Royal Life Saving Society – Australia

Competition Handbook, Version 1.0, April 2022, Royal Life Saving Society – Australia

SLSA

Surf Life Saving Australia Constitution, 18 December 2020, Surf Life Saving Australia

Surf Life Saving Australia Board Governance Charter, February 2022, Surf Life Saving Australia

Australian Surf Sports Manual, Edition 37, February 2023, Surf Life Saving Australia

SLSA Member Protection Policy, Amended May 2022, Surf Life Saving Australia

SLSA Complaints Resolution Policy, Amended May 2022, Surf Life Saving Australia

Guidelines for Safer Surf Clubs Volume 1: Key Information Manual, 2008, Surf Life Saving Australia

Guidelines for Safer Surf Clubs Volume 2: Risk Assessment and Management, 2008, Surf Life Saving Australia

Guidelines for Safer Surf Clubs Volume 3: Safe Practices, 2008, Surf Life Saving Australia

Guidelines for Safer Surf Clubs Volume 1: Event Sanctioning and Management, 2008, Surf Life Saving Australia

Surf Life Saving New South Wales

Surf Life Saving New South Wales Constitution, Amended 11 November 2022, Surf Life Saving NSW

Surf Life Saving New South Wales 2021-22 Annual Report, Amended 11 November 2022, Surf Life Saving NSW

Surf Life Saving Queensland

Surf Life Saving Queensland Draft Regulations, no date, Surf Life Saving Queensland

Surf Life Saving Queensland Annual Report 2021/2022, 23 September 2022, Surf Life Saving Queensland

Surf Life Saving Western Australia

Surf Life Saving Western Australia Constitution, September 2022, Surf Life Saving WA

Surf Life Saving Western Australia Governance Policy, Amended 29 October 2012, Surf Life Saving WA

Surf Life Saving Western Australia Annual Report 2022-23, 2023, Surf Life Saving WA

Royal National Lifeboats Institution

Royal National Lifeboats Institution Charter of Incorporation, 24 April 1860 (as supplemented by further Royal Charters), Royal National Lifeboats Institution

Royal National Lifeboats Institution Agreed Bye-Laws, Adopted 14 July 2022, Royal National Lifeboats Institution

Royal National Lifeboats Institution 2022 Annual Report, December 2022, Royal National Lifeboats Institution

RNLI Governance and Management Structure, no date, Royal National Lifeboats Institution

Australian Water Association

Australian Water Association Constitution, Amended August 2018, Australian Water Association

Australian Water Association By-laws, August 2021, Australian Water Association

Governance and Audit Committee Terms of Reference, August 2021, Australian Water Association

Sources of Good Governance Principles

Corporate Governance Principles and Recommendations, Fourth Edition, February 2019, ASX Corporate Governance Council

Not-for-Profit Governance Principles, Second Edition, January 2019, Australian Institute of Company Directors

ACNC Governance Standards, no date, Australian Charities and Not-for-profits Commission

Sport Governance Standards, 2023, Australian Sports Commission

Sport Governance Principles, March 2020, Australian Sports Commission

Sports Governance Principles, March 2012, Australian Sports Commission

Attachment 3 – Consultations Undertaken for the Review

Representatives of the following organisations were interviewed as part of the Review (including during the Gap Analysis part of the Review) through over 40 individual consultations:

- Life Saving Victoria, including the President and Directors, Council Chairs, Council Executive members, LSV executive staff including the Chief Executive Officer, Company Secretary, Executive General Managers and former officials of LSV. Representatives of each of the following Councils were consulted:
 - Life Saving Operations Council
 - Aquatic Sports Council
 - Membership and Leadership Development Council
 - Aquatic Education and Industry Engagement Council
 - Council of Life Saving Clubs
- Surf Life Saving Australia
- Royal Life Saving Society Australia
- A range of Victorian lifesaving clubs whose Presidents accepted an invitation to participate directly in interviews with SIGPA

Consultations also occurred via workshop forums conducted with 23 Life Members and 29 lifesaving club Presidents.

A stakeholder survey was distributed to a group of 382 recipients including LSV Board members, Council Executives, Life Members, Club Presidents and Board Committee members.

Attachment 4 – RASCI Model

About the RASCI Framework

Included in the RASCI Framework are those who are or may be involved in the delivery of LSV programs and activities, primarily being: LSV Board (including Board committees), LSV staff, Councils (including Council Executives), Clubs and volunteer officers.

The RASCI Framework for LSV is not exhaustive. The key functions and activities included in the RASCI Framework are those that relate to:

- LSV’s governance structure
- Key LSV organisational activities (strategy development, risk management, budgeting) that are impacted by the workings of Councils
- Key operational and functional activities of the Councils and Council Executives as set out in the LSV Constitution and By Laws

The RASCI Framework excludes internal business activities of LSV that are out of the scope of Councils and Council Executives, such as human resources, marketing and finance, although it is noted that these functions are not less critical to the overall success of LSV.

Definitions for RASCI Framework

The RASCI Framework is an acrostic (Responsible, Accountable, Supporting, Consulted, Informed) that shows, in relation to program/activity tasks, who is:

R = Responsible: Who **does the work** to complete the task

A = Accountable: Who is **ultimately accountable** for overseeing the work and that the task is done correctly

S = Support: Who **actively assists** to support the responsible party in getting the task done

C = Consulted: Who is asked for **non-binding advice and opinion** on the task usually because of subject matter expertise

I = Informed: Who is **updated or informed** on the task but has no input and is not responsible for doing or overseeing the task

Activities that are colour coded in the RASCI Framework demonstrate potential issues and risks. They include, and apply the following shading scheme:

Nature of Activity	Shading
Activity where no accountability appears to exist	Orange
Activity where there is a duplication of activity 'ownership' that could cause a misalignment of execution and a misunderstanding as to who is accountable for the activity	Yellow
Activity where primary accountability or responsibility for delivery of the activity appears to sit with the Council or its Council Executive with limited or no information being shared with the LSV Board	Grey

Current State RASCI Framework

Function	Activity	LSV Board	LSV CEO/ Staff	Councils	Clubs	Volunteers	Aquatic Industry	Notes
Governance	Planning and holding the LSV Annual General Meeting	A & R	S	S	I	I	I	Board supported by the Governance Committee
	Board meeting preparation, attendance and reporting	A & R	S	I	-	-	-	Portfolio directors may provide updates of Board matters in Council meetings
	President election	A & R	S	S	I	I	I	Councils support the election of the President via Council Representative voting arrangements
	Independent director appointments	A & R	S	I	I	I	I	The Board is supported by the Nominations Subcommittee for this process
	Portfolio director elections	A	S	R	C	I	-	Board supported by the Governance Committee
	AEIEC portfolio director appointment	A	S	R	I	I	C	AEIEC nominee must be recommended by the Board Nominations Subcommittee
	AEIEC Council Executive appointments	A	S	R	-	-	C	Council supported by the Nominations Subcommittee
	Volunteer officer elections	I	S	A & R	C	I	-	Council supported by the Governance Committee
Strategy	LSV organisational strategy development and monitoring	A	R	C	I	I	I	Board approves plan developed by CEO and Executive Management Team (EMT) but retains primary accountability
	Execution of LSV strategy	A	R	I	I	I	I	-
	Development and monitoring of Council annual work action plans	I	S	A & R	I	I	I	-
	Execution of Council work action plans	I	S	A & R	I	I	I	-
Risk Management	LSV organisational risk management framework development	A	R	-	-	-	-	Board approves framework developed by CEO and EMT but retains primary accountability
	LSV organisational risk monitoring	A & R	S	-	-	-	-	-

Function	Activity	LSV Board	LSV CEO/ Staff	Councils	Clubs	Volunteers	Aquatic Industry	Notes
	Event-based and sport discipline-based risk management plans	-	S	A & R	R	R	-	Powers given to ASC by LSV Constitution rule 32.4(a)(vii) specifically in relation to competition disciplines
	Organisation-wide policy development, enforcement and review	A	R	C	I	I	-	May consult with Councils depending on nature of policy. Policy approval authority also directed by LSV Policy Framework and register
Budget	LSV organisational annual budget and financial reporting	A	R	C	-	-	-	Budget and financial report approvals on the recommendation of FRAC
	Council initiatives outside of budget	-	S	R	I	I	-	Initiatives of Councils (for example under By Law 9.2.2 or 10.2.2) may have budget impact without Board approval. All expenditure should be subject to the LSV Delegation of Authority Policy or subject to Board oversight
Emergency Management	Executing LSV role as agency of Emergency Management Victoria (EMV)	A	R	S	-	R	-	Some volunteer officers are involved in executing this role under the By Laws
	Manage relationship with EMV and other emergency services agencies and allied organisations	I	A & R	A & R	-	I	-	While LSV government relations are managed through an EGM, the LSOC Executive is also given this duty under By Law 9.2.2(g)
Life Saving Operations	Provide lifesaving services to provide safe beach and aquatic environment	I	S	A & R	S	R	-	Powers given to LSOC by LSV Constitution rule 32.3(a)
	Coordinate the consistency of lifesaving operations on a Victoria-wide basis	I	S	A & R	S	R	-	Powers given to LSOC by LSV Constitution rule 32.3(a)
	Provide recommendations, policy advice and direction to the Board in relation to lifesaving operations matters	C	S	A & R	-	S	-	Powers given to LSOC by LSV Constitution rule 32.3(a)
	Oversee, direct, implement, review and repeal policy,	-	S	A & R	S	S	-	Powers given to LSOC by LSV By Law 9.1.3(d) and to LSOC Executive under By

Function	Activity	LSV Board	LSV CEO/ Staff	Councils	Clubs	Volunteers	Aquatic Industry	Notes
	direction and oversight of all lifesaving operations as necessary							Law 9.2.2(a). Execution of powers may occur without prior notification to Board. May also be influenced by national (SLSA) requirements
	Manage and coordinate lifesaving operations within Victoria including facilitation, coordination, development, implementation and oversight of: <ul style="list-style-type: none"> • Lifesaving and lifeguard services • Emergency management systems and procedures • Lifesaving training and assessment • Coastal risk management 	-	S	A & R	S	S	-	Powers given to LSOC Executive under By Law 9.2.1. Execution of powers may occur without prior notification to Board. May also be influenced by national (SLSA) requirements
	Develop, implement and manage compliance with lifesaving related standard operating procedures, policies and directives	-	S	A & R	S	S	-	Powers given to LSOC Executive under By Law 9.2.2(e). May also be influenced by national (SLSA) requirements.
	Manage, monitor, review and audit lifesaving standards	-	S	A & R	S	S	-	Powers given to LSOC Executive under By Law 9.2.2(f). May also be influenced by national (SLSA) requirements.
	Administer lifesaving grants, sponsorship, budgets and funding for Life Saving Clubs, LSOC officers, lifesaving programs and initiatives	-	S	A & R	C	S	-	Powers given to LSOC Executive under By Law 9.2.2(j). May also be influenced by national (SLSA) requirements.
	Develop and implement strategic business plans and operational plans (related to lifesaving)	-	S	A & R	C	S	-	Powers given to LSOC Executive under By Law 9.2.2(l). May also be influenced by national (SLSA) requirements.

Function	Activity	LSV Board	LSV CEO/ Staff	Councils	Clubs	Volunteers	Aquatic Industry	Notes
	Investigate, develop, recommend and implement guidelines, regulations, materials and training aids in relation to powered rescue craft	-	S	A & R	S	S	-	Powers given to LSOC Powercraft Panel under By Law 9.7.1
	Oversee development, unification, extension and direction of LSV aerial and marine search and rescue capabilities	-	S	A & R	S	S	-	Powers given to LSOC Aerial and Marine Search and Rescue Panel under By Law 9.8.1
	Through the LSV CEO, consult with Councils, Council Executives, panels and volunteer officers as relevant on the development and implementation of LSV medical programs and policies	-	A & R	C	C	C	-	Powers given to LSOC Medical Advisory Panel under By Law 9.9.1
	Develop and enforce gear and equipment standards and inspections	-	S	A & R	S	S	-	Powers given to State Gear and Equipment Officer under By Law 9.21
Sport	Development and implementation of competition practices and procedures (utilising SLSA and RLSSA policies and procedures)	I	S	A & R	S	S	-	Powers given to ASC by LSV Constitution rule 32.4(a)
	Promotion and facilitation of sport competitions	-	S	A & R	S	S	-	Powers given to ASC Executive under By Law 10.2.2(a)
	Planning and delivering event logistics for sport competitions	-	A & R	I	C	S	-	Event logistics including venue/location hire, permit applications, competition entry administration etc. (excluding VSRL competitions)
	Implementation of new competition disciplines	-	S	A & R	S	S	-	Powers given to ASC by LSV Constitution rule 32.4(a)(xi)

Function	Activity	LSV Board	LSV CEO/ Staff	Councils	Clubs	Volunteers	Aquatic Industry	Notes
	Development and implementation of competition information and handbooks	-	A & R	C	S	S	-	By Law 10.1.3 only requires ASC to provide information and feedback on such information and handbooks (to LSV staff)
	Development of sport sponsorship and fundraising programs	-	S	A & R	-	-	-	Powers given to ASC Executive under By Law 10.2.2(c)
	Development of strategies to increase participation in lifesaving competitions	-	S	A & R	C	C	-	Powers given to ASC Executive under By Law 10.2.2(g)
	Development and implementation of event water safety requirements	-	S	A & R	S	S	-	These powers to oversee water safety requirements at events are given to ASC Executive under By Law 10.2.2(i)
	Officiate and deliver all competition carnivals in line with competition manuals and rules	-	S	A & R	S	R	-	The ASC panels are responsible for overseeing the conduct of their respective sport carnivals in Victoria
	Ensure appropriate event qualifications and accreditation are in place	-	A & R	S	S	S	-	This includes accreditation of officials and safety checks including the existence of working with children check certification etc.
Training	Ensure current competencies/qualifications are maintained by members of Clubs across Victoria	-	S	A & R	S	S	-	Powers given to LSOC State Committee of Training and Assessment under By Law 9.4.2(c)
	Delivery of training and assessment of volunteer awards	-	S	A & R	S	R	-	This reflects that award training is still provided by volunteer training and assessment officers. Note this was recently the subject of a LSV proposal following the 'volunteer burnout' forum seeking for this to be delivered via paid staff rather than volunteers
	Liaise with emergency services and allied organisations on	-	S	A & R	-	-	-	Powers given to LSOC State Committee of Training and Assessment under By Law

Function	Activity	LSV Board	LSV CEO/ Staff	Councils	Clubs	Volunteers	Aquatic Industry	Notes
	training matters							9.4.2(e)
	Establish subject matter expert groups and recruit expert assistance to address training and assessment issues	-	S	A & R	I	I	I	Powers given to LSOC State Committee of Training and Assessment under By Law 9.4.2(f)
	Ensure compliance with Registered Training Organisation (RTO) standards, regulations and requirements	A	R	A	-	-	-	While LSV staff undertake a substantial part of the RTO compliance burden, the LSOC Executive also has been given the power to ensure compliance with these standards under By Law 9.2.2(d)
	Manage public education program delivery partners and education content	I	A & R	C	I	I	-	-
Education	Lead LSV's participation in education programs including: <ul style="list-style-type: none"> National Swimming and Water Safety Framework Victorian Water Safety Certificate initiative 'Swim and Survive' program 'Play it Safe By the Water' public awareness campaign Safer Public Pools Code of Practice 	I	A & R	C	-	-	I	LSV leads on these programs in partnership with Aquatic Industry participants
	Convene Aquatic Industry steering committees for the 'Platinum Pools' program and the 'Learn to Swim' sector	I	A & R	C	-	-	C	LSV leads on these programs in partnership with Aquatic Industry participants
	Development and implementation of volunteer member and leadership related activities	-	S	A & R	S	I	-	Powers given to MLDC under By Law 11.1.2(a)
	Development and implementation of staff	I	A & R	-	-	-	-	Internal staff related activities

Function	Activity	LSV Board	LSV CEO/ Staff	Councils	Clubs	Volunteers	Aquatic Industry	Notes
	development and leadership related activities							
	Delivery of water safety education programs to multicultural communities, seniors and people with disability	I	A & R	I	S	S	C	These programs are often delivered with the support of life saving clubs and their volunteers
	Development and promotion of research initiatives to support water safety education	I	A & R	C	I	I	C	These research initiatives are undertaken often in consultation with Aquatic Industry partners and government stakeholders

Proposed Future RASCI Framework

Highlighted rows indicate activities where RASCI elements have been reallocated.

Function	Activity	LSV Board	LSV CEO/ Staff	Advisory Councils	Clubs	Volunteers	Aquatic Industry	Notes
Governance	Planning and holding the LSV Annual General Meeting	A & R	S	I	I	I	I	Board supported by the Governance Committee
	Board meeting preparation, attendance and reporting	A & R	S	-	-	-	-	Portfolio directors may provide updates of Board matters in Council meetings
	President election	A & R	I	I	I	I	I	Selection of the President via Directors at Board meeting
	Director appointments	A & R	S	I	I	I	I	The LSV Board will be supported by the Board Nominations Committee for this process
	Director elections	A	S	I	R	I	I	Board supported by the Nominations Committee and Directors elected by Clubs as voting members. Advisory Councils may nominate candidates
	AEIEC portfolio director appointment	-	-	-	-	-	-	N/A (no longer relevant under new governance model)
	AEIEC Advisory Council Committee appointments	A	S	R	C	C	C	AEIEC Council (if continued) may have Committee members approved by the Nominations Committee
	Volunteer officer elections	A	S	R	C	C	C	Under new governance model, Advisory Councils may appoint (or continue to facilitate election of) volunteers depending on the role (and the review of the LSV organisational structure covered in Recommendation 10), subject to Board approval of the role and responsibilities
	Advisory Council Committee appointments	A	S	R	C	C	C	Advisory Councils Committee members may be elected via agreed process, subject to Board approval of the role and responsibilities
Strategy	LSV organisational strategy development and monitoring	A	R	C	I	I	I	Board approves plan developed by CEO and Executive Management Team (EMT)

Function	Activity	LSV Board	LSV CEO/ Staff	Advisory Councils	Clubs	Volunteers	Aquatic Industry	Notes
								but retains primary accountability. Can consult with Advisory Council for subject matter expertise
	Execution of LSV strategy	A	R	I	I	I	I	-
	Development and monitoring of Council annual work action plans	I	A	R	I	I	I	Work action plans relate to the limited powers granted to Advisory Councils and should be developed in conjunction with LSV CEO and Executive Management Team
	Execution of Council work action plans	I	A	R	I	I	I	Oversight of work action plans managed by LSV staff
Risk Management	LSV organisational risk management framework development	A	R	-	-	-	-	Board approves framework developed by CEO and EMT but retains primary accountability
	LSV organisational risk monitoring	A & R	S	-	-	-	-	-
	Event-based and sport discipline-based risk management plans	I	A & R	C	S	S	-	The LSV Executive Management Team should be accountable and responsible for event and sport risk and safety issues, supported in execution by Clubs and volunteers in line with protocols
	Organisation-wide policy development, enforcement and review	A	R	C	I	I	I	May consult with Advisory Councils depending on nature of policy. Policy approval authority also directed by LSV Policy Framework and register
Budget	LSV organisational annual budget and financial reporting	A	R	C	-	-	-	Budget and financial report approvals on the recommendation of FRAC
	Council initiatives outside of budget	-	-	-	-	-	-	N/A (Advisory Councils to have no power to make executive decisions that impact on LSV's budget)
Emergency Management	Executing LSV role as agency of Emergency Management Victoria (EMV)	A	R	C	-	-	-	Accountability for this role should sit with the LSV Board and Executive Management Team. LSV can consult with Advisory Councils on execution of this

Function	Activity	LSV Board	LSV CEO/ Staff	Advisory Councils	Clubs	Volunteers	Aquatic Industry	Notes
								role
	Manage relationship with EMV and other emergency services agencies and allied organisations	I	A & R	-	-	-	-	LSV via its Executive Management Team should have sole accountability for this relationship
Life Saving Operations	Provide lifesaving services to provide safe beach and aquatic environment	A	R	C	S	S	-	LSV (Board and Executive Management Team) should have sole accountability for this service, supported by Clubs and volunteers with Advisory Councils having a consulting role
	Coordinate the consistency of lifesaving operations on a Victoria-wide basis	A	R	C	S	S	-	LSV (Board and Executive Management Team) should have sole accountability for this activity, supported by Clubs and volunteers with Advisory Councils having a consulting role
	Provide recommendations, policy advice and direction to the Board in relation to lifesaving operations matters	I	A & R	C	S	S	-	The LSV Executive Management Team should drive this activity, seeking input from Advisory Councils, Clubs and volunteers as needed
	Oversee, direct, implement, review and repeal policy, direction and oversight of all lifesaving operations as necessary	A	R	C	S	S	-	LSV (Board and Executive Management Team) should have sole accountability for this activity, supported by Clubs and volunteers with Advisory Councils having a consulting role
	Manage and coordinate lifesaving operations within Victoria including facilitation, coordination, development, implementation and oversight of: <ul style="list-style-type: none"> Lifesaving and lifeguard services Emergency management systems and procedures 	A	R	C	S	S	-	LSV (Board and Executive Management Team) should have sole accountability for this activity, supported by Clubs and volunteers with Advisory Councils having a consulting role

Function	Activity	LSV Board	LSV CEO/ Staff	Advisory Councils	Clubs	Volunteers	Aquatic Industry	Notes
	<ul style="list-style-type: none"> Lifesaving training and assessment Coastal risk management 							
	Develop, implement and manage compliance with lifesaving related standard operating procedures, policies and directives	A	R	C	S	S	-	LSV (Board and Executive Management Team) should have sole accountability for this activity, supported by Clubs and volunteers with Advisory Councils having a consulting role
	Manage, monitor, review and audit lifesaving standards	A	R	C	S	S	-	LSV (Board and Executive Management Team) should have sole accountability for this activity, supported by Clubs and volunteers with Advisory Councils having a consulting role
	Administer lifesaving grants, sponsorship, budgets and funding for Life Saving Clubs, LSOC officers, lifesaving programs and initiatives	A	R	C	S	S	-	LSV (Board and Executive Management Team) should have sole accountability for this activity, supported by Clubs and volunteers with Advisory Councils having a consulting role
	Develop and implement strategic business plans and operational plans (related to lifesaving)	I	A & R	C	S	S	-	The LSV Executive Management Team should have sole accountability for this activity, supported by Clubs and volunteers with Advisory Councils having a consulting role
	Investigate, develop, recommend and implement guidelines, regulations, materials and training aids in relation to powered rescue craft	I	A & R	C	S	S	-	The LSV Executive Management Team should have sole accountability for this activity, supported by Clubs and volunteers with Advisory Councils having a consulting role
	Oversee development, unification, extension and direction of LSV aerial and marine search and rescue capabilities	A	R	C	S	S	-	LSV (Board and Executive Management Team) should have sole accountability for this activity, supported by Clubs and volunteers with Advisory Councils having a consulting role

Function	Activity	LSV Board	LSV CEO/ Staff	Advisory Councils	Clubs	Volunteers	Aquatic Industry	Notes
	Through the LSV CEO, consult with Councils, Council Executives, panels and volunteer officers as relevant on the development and implementation of LSV medical programs and policies	A	R	C	S	S	-	LSV (Board and Executive Management Team) should have sole accountability for this activity, supported by Clubs and volunteers with Advisory Councils having a consulting role
	Develop and enforce gear and equipment standards and inspections	A	R	C	S	S	-	LSV (Board and Executive Management Team) should have sole accountability for this activity, supported by Clubs and volunteers with Advisory Councils having a consulting role
Sport	Development and implementation of competition practices and procedures (utilising SLSA and RLSSA policies and procedures)	A	R	C	S	S	-	LSV (Board and Executive Management Team) should have sole accountability for this activity, supported by Clubs and volunteers with Advisory Councils having a consulting role
	Promotion and facilitation of sport competitions	I	A & R	C	S	S	-	The LSV Executive Management Team should have sole accountability for this activity, supported by Clubs and volunteers with Advisory Councils having a consulting role
	Planning and delivering event logistics for sport competitions	I	A & R	C	S	S	-	Event logistics including venue/location hire, permit applications, competition entry administration etc. (excluding VSRL competitions)
	Implementation of new competition disciplines	I	A & R	C	S	S	-	The LSV Executive Management Team should have sole accountability for this activity, supported by Clubs and volunteers with Advisory Councils having a consulting role
	Development and implementation of competition information and handbooks	I	A & R	C	S	S	-	The LSV Executive Management Team should have sole accountability for this activity, supported by Clubs and

Function	Activity	LSV Board	LSV CEO/ Staff	Advisory Councils	Clubs	Volunteers	Aquatic Industry	Notes
								volunteers with Advisory Councils having a consulting role
	Development of sport sponsorship and fundraising programs	I	A & R	C	-	-	-	The LSV Executive Management Team should have sole accountability for this activity, supported by Clubs and volunteers with Advisory Councils having a consulting role
	Development of strategies to increase participation in lifesaving competitions	I	A & R	C	C	C	-	The LSV Executive Management Team should have sole accountability for this activity, in consultation with Clubs, volunteers and Advisory Councils
	Development and implementation of event water safety requirements	A	R	C	S	S	-	LSV (Board and Executive Management Team) should have sole accountability for this activity, supported by Clubs and volunteers with Advisory Councils having a consulting role
	Officiate and deliver all competition carnivals in line with competition manuals and rules	I	A & R	C	S	S	-	The LSV Executive Management Team should have sole accountability for this activity, supported by Clubs and volunteers with Advisory Councils having a consulting role
	Ensure appropriate event qualifications and accreditation are in place	A	R	C	S	S	-	This includes accreditation of officials and safety checks including the existence of working with children check certification etc.
Training	Ensure current competencies/qualifications are maintained by members of Clubs across Victoria	A	R	C	S	S	-	LSV (Board and Executive Management Team) should have sole accountability for this activity, supported by Clubs and volunteers with Advisory Councils having a consulting role
	Delivery of training and assessment of volunteer awards	I	A & R	C	S	S	-	This reflects that award training is still provided by volunteer training and assessment officers. Note this was recently the subject of a LSV proposal

Function	Activity	LSV Board	LSV CEO/ Staff	Advisory Councils	Clubs	Volunteers	Aquatic Industry	Notes
								following the 'volunteer burnout' forum seeking for this to be delivered via paid staff rather than volunteers. However, training standards and oversight of the programs should be the accountability and responsibility of the LSV Executive Management Team
	Liaise with emergency services and allied organisations on training matters	I	A & R	C	I	I	I	The LSV Executive Management Team should have accountability for this activity with Advisory Councils having a consulting role
	Establish subject matter expert groups and recruit expert assistance to address training and assessment issues	I	A & R	C	I	I	I	The LSV Executive Management Team should have accountability for this activity, although Advisory Councils can appoint working groups and volunteers to support LSV on these matters
Education	Ensure compliance with Registered Training Organisation (RTO) standards, regulations and requirements	A	R	C	-	-	-	While the LSV Executive Management Team undertakes a substantial part of the RTO compliance burden, the LSOC Executive had been given the power to ensure compliance with these standards under By Law 9.2.2(d). This should be clarified to give LSV (Board and Executive Management Team) primary accountability for this activity
	Manage public education program delivery partners and education content	I	A & R	C	I	I	-	-
	Lead LSV's participation in education programs including: <ul style="list-style-type: none"> National Swimming and Water Safety Framework Victorian Water Safety Certificate initiative 	I	A & R	C	-	-	I	The LSV Executive Management Team leads on these programs in partnership with Aquatic Industry participants

Function	Activity	LSV Board	LSV CEO/ Staff	Advisory Councils	Clubs	Volunteers	Aquatic Industry	Notes
	<ul style="list-style-type: none"> • 'Swim and Survive' program • 'Play it Safe By the Water' public awareness campaign • Safer Public Pools Code of Practice 							
	Convene Aquatic Industry steering committees for the 'Platinum Pools' program and the 'Learn to Swim' sector	I	A & R	C	-	-	C	The LSV Executive Management Team leads on these programs in partnership with Aquatic Industry participants
	Development and implementation of volunteer member and leadership related activities	I	A & R	C	S	S	-	The LSV Executive Management Team should have sole accountability for this activity, supported by Clubs and volunteers with Advisory Councils having a consulting role
	Development and implementation of staff development and leadership related activities	I	A & R	-	-	-	-	Internal staff related activities
	Delivery of water safety education programs to multicultural communities, seniors and people with disability	I	A & R	C	S	S	C	These programs are often delivered with the support of life saving clubs and their volunteers. Advisory Councils and the Aquatic Industry can be consulted on these programs
	Development and promotion of research initiatives to support water safety education	I	A & R	C	I	I	C	These research initiatives are undertaken often in consultation with Aquatic Industry partners and government stakeholders and can use Advisory Councils for subject matter expertise

Attachment 5 – Good Governance Standards Assessment Framework

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
Principle 1: The spirit of the game – values-driven culture and behaviours				
An organisation’s culture and behaviours should be underpinned by values which are demonstrated by the board and embedded in its decisions and actions				
<p>1.1 Code of Conduct</p> <p>The board have a directors’ code of conduct which outlines the high standards of professional and ethical conduct expected by directors in the interests of the organisation</p>		Aligned	<p>The LSV Governance Charter includes a ‘Code of Ethics’ that outlines the conduct expected of LSV directors. The Charter also includes a section on the ‘governing style’ of the Board that emphasises a particular approach for the Board to take in governing the affairs of LSV.</p> <p>This is supported by Model Criteria for Presidents and Directors that includes that the President/Directors must be eligible to be a director under the Corporations Act and be able to demonstrate the following personal qualities:</p> <ul style="list-style-type: none"> • Integrity (ethics) • Effective listener and communicator • Constructive questioner • Contributor and team player • Commitment to the vision, mission and 	<p>Note that the Code of Ethics and the Governance Charter more broadly do not describe any consequences for failure to meet the standards required by the Code of Ethics.</p> <p>Further, directors and the Company Secretary noted that the Code of Ethics and the Model Criteria are very rarely mentioned or referenced in the conduct of the Board's activities.</p>

¹ ASX = ASX Corporate Governance Principles and Recommendations (4th edition, 2019)

AICD = AICD Not-for-Profit Governance Principles (2nd edition, 2019)

ASC = ASC Sports Governance Principles (March 2020)

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
			<p>purpose of LSV</p> <ul style="list-style-type: none"> • Influencer and negotiator • Critical and innovative thinker • Leader <p>The Model Criteria also states that directors should also be able to possess one or more of the ‘core competencies’ (and a range of other ‘competencies’), which are:</p> <ul style="list-style-type: none"> • Financial performance (financial qualifications and experience and ability to analyse, critically assess financial viability/performance, strategic financial planning) • Leadership - cooperation among peers to achieve a collective outcome and foster the development of a common vision • Strategy - ability to think strategically and identify/assess strategic opportunities and threats • Corporate governance - have knowledge and experience in best practice corporate governance structures, policies and processes. 	
AICD Principle 9.1: The board articulates its expectations of conduct, and the consequences for misconduct, for the people involved with the organisation	AICD 9.1	Aligned	LSV’s members are required to apply for or renew their membership each year and, in doing so, acknowledge and agree to comply with the LSV constitution, by-laws and any determination, resolution or policy of the company (which includes LSV’s values and code	None

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
			<p>of conduct). LSV has the discretion to accept or reject an application and is not required or compelled to provide any reason for such acceptance or rejection.</p> <p>Members are bound by the SLSA Code of Conduct (and related SLSA National Integrity Framework policies including Child Safeguarding and Member Protection Policies) that set out expectations of conduct along with the consequences for breaches of those policies.</p> <p>Further, staff are expected to act in alignment with the LSV Capability Framework that outlines expected behaviours in relation to 'core' and 'supporting' capabilities.</p>	
<p>1.2 Defined Values and Behaviours</p> <p>The organisation actively engages with its stakeholders to establish, define, and publish its core values and associated behaviours</p>		Aligned	<p>LSV publishes its core values, mission and vision on its website and in other key corporate documents such as its Annual Report. These have been updated recently through a process initiated by the current CEO, involving stakeholder consultation (with, we understand, a further values refresh planned to occur shortly). The mission and the vision of LSV are embedded in the LSV Constitution.</p> <p>The LSV values are also incorporated into the LSV Capability Framework document that describes how LSV staff are expected to perform their roles. This Capability Framework</p>	None

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
			is to be expanded to apply to volunteers and will also apply the LSV values to the performance of roles by volunteers.	
AICD Principle 10.3: The board oversees mechanisms to monitor and evaluate organisational culture	AICD 10.3	Aligned	LSV conducts a regular employee survey via CultureAmp that addresses questions of workplace culture. Findings of the staff survey are presented back to staff by the Executive Management Team and a summary executive report provided to the Board.	None

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
Principle 2: The team – aligned sport through collaborative governance				
Across a sport, boards should work together to govern collaboratively and create alignment to maximise efficient use of resources and implement whole-of-sport plans				
<p>2.1 Stakeholder Engagement Plan The board develops, publishes, and implements a stakeholder engagement plan</p>		Partially aligned	<p>The LSV Constitution and By Laws establish a structure for interaction between Members, Clubs, Councils, Council Executives, Standing Committees, Panels and the LSV Board.</p> <p>This structure provides that LSV staff will provide support to the Board, Councils, Council Executives, Standing Committees and Panels and undertake activities that cannot be undertaken by members of those entities. It also creates the role of portfolio director who is expected to act as a conduit between the Board and the Council that has elected the director, including by providing reports back to the Board on activities of the Council Executive. The By Laws also provide that minutes from Council meetings be made available to members and a written report provided to the LSV Board.</p>	<p>Other than the formal structures for engagement between LSV and its Members, Clubs, Councils, Council Executives, Standing Committees and Panels, LSV does not have a formal stakeholder engagement plan to structurally entrench ongoing engagement with stakeholders. There is no mandated requirement to engage within and across these structural bodies.</p> <p>LSV does provide regular ‘circulars’ that are published on its website and made available to a subset of members that convey important information on various topics from across LSV’s business.</p> <p>Portfolio directors, the LSV CEO and LSV General Managers proactively engage with Councils and Clubs in the exercise of their roles.</p>
<p>2.2 Member Meetings The board identifies and</p>		Partially	Councils are the relevant entities to consider here. This occurs through the structure of	Reports relating to Council Executive meetings have been

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
implements opportunities to meet with and collaborate regularly with the boards of their member bodies		aligned	<p>portfolio directors who act as the conduit between the LSV Board and Councils and Council Executives. The success of this interaction depends on the quality of engagement by the director with their Council and of the reporting back to the Board by the portfolio director and the Council sharing its minutes as is required under the By Laws.</p> <p>The Board does not separately meet with the Councils or the Council Executives.</p> <p>The Council of Lifesaving Clubs and, more recently, the Club Presidents' Forum, provide an opportunity for collaboration and information sharing among Clubs. The Presidents' forum is not attended by the LSV Board although LSV executive management has been invited to the Presidents' Forum and can share feedback from that forum with the Board.</p>	inconsistently provided to the Board, limiting the quality of oversight by the Board of both Council and Council Executive actions and decisions, potentially presenting risk to LSV and its directors.
<p>2.3 Member Communication</p> <p>The organisation proactively engages and communicates with its member bodies, ensuring accountability and transparency</p>		Aligned	<p>Structurally, LSV staff participate in Council and Council Executive meetings. Relevantly, the CLC and Presidents' Forums have been established to create a line of communication between Clubs and LSV, although this mechanism does not always result in consistent engagement with Clubs given that Club delegates are not mandated to participate in Council meetings.</p> <p>LSV proactively engages with its membership</p>	<p>None, although some Member feedback was critical of the transparency of LSV's information sharing.</p> <p>Also, as above, consultation and engagement is not mandated.</p>

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
			<p>through a program of weekly circulars covering a disparate range of topics, although the circulars are only provided to those Members who opt-in to receive them – currently approximately 2,000 (note these circulars are also published on the LSV website).</p> <p>LSV supplements these general LSV updates with specific e-news communications on topical matters such as the LSV governance review project.</p> <p>The LSV website contains other relevant information for members, including Standard Operating Procedures, Club Policies and Member welfare information.</p> <p>LSV staff have been actively engaged in helping Council Executives develop agenda content for Council meetings and in presenting content to Club representatives to ensure that members are receiving helpful and appropriate information.</p> <p>LSV has established a Club Gateway portal to centrally house information, systems and resources for Clubs and members.</p> <p>LSV is also developing a more robust communications strategy that emphasises delivering better communications to members</p>	

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
			through a diverse range of sources including social media.	
Principle 3: The gameplan – a clear vision that informs strategy				
The board is responsible for overseeing the development of the organisation’s vision and strategy as well as determining what success looks like				
<p>3.1 Strategic Plan</p> <p>The organisation has adopted, in consultation with its members, a strategic plan with clear and measurable targets which link to a detailed operating budget</p>		Partially aligned	<p>LSV has published its 2021-2025 Strategic Plan with:</p> <ul style="list-style-type: none"> • Three goals • Nine focus areas • Supporting actions and outcomes <p>Councils operate on annual action plans that are not specifically tied back to strategic outcomes unless done so by the LSV General Manager supporting the portfolio working with the Council Executive and portfolio director.</p>	<p>Strategic plan does not include specific links to operating budget but does include strategic measures. It is also understood LSV shares a ‘scorecard’ of progress against measures. However, action plans of Councils are not always aligned with LSV’s strategic objectives and outcomes.</p>
<p>AICD Principle 6.2: The board approves an annual budget for the organisation</p>	AICD 6.2	Partially aligned	<p>LSV operates a consolidated budget that captures all of its activities that is approved each year by the Board. The LSV budget process does identify a specific budget under which each Council should operate.</p>	<p>Note that the Councils do operate under an LSV-approved budget, although it is understood actions and decisions have been taken without strategic oversight or approval that impact on the LSV budget and resource base.</p> <p>A separate governance risk has been identified by LSV relating to the Victorian Surf Rowers League</p>

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
				(VSRL) where the VSRL has been operating a finance function with no financial oversight by LSV under its financial management policies and processes.
Principle 4: The players – a diverse board to enable considered decision-making				
A board should be a diverse group of people who collectively provide different perspectives and experience to facilitate more considered decision-making				
<p>4.1 Board Skills Matrix</p> <p>The board should have a diverse mix of skills, expertise, and experience in order to meet the strategic goals of the organisation</p>		Partially aligned	<p>The Constitution expressly requires that at least one of the LSV independent directors must have an Aquatic Industry, training or education background and may have other skills that complement the board's composition. These directors 'need not have experience in or exposure to operations of LSV'. Independent directors must stand down from any position they hold on the executive, board or committee of management of a LSV Club or Associate Member.</p> <p>By Law 5 sets out the eligibility and qualification requirements for directors. By Law 5.1.6 sets out desirable qualities, skills and experience of directors.</p> <p>Under the Constitution, the President must meet any qualifications prescribed from time to</p>	<p>Notwithstanding these systems, Board effectiveness is constrained by:</p> <ul style="list-style-type: none"> - The system for electing ordinary directors, through which the voting mechanism may result in the election of a director with skills that are not required by the Board (with the Nominations Committee role in relation to these directors being limited to an assessment of the character of the director); and - The skills matrix has a limited use - that is, for the recommendation of newly-appointed independent directors who then tend to be reappointed for their maximum term of six years (three terms of two years). However, the

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
			<p>time by the Board.</p> <p>The Nominations Committee (a sub-committee of the Governance Committee) has a role that includes:</p> <ul style="list-style-type: none"> • Determining the fitness and propriety of directors • Developing model criteria for assessment of candidates and assessing candidates against those criteria • Making recommendations for independent director appointments • Assessing the fitness and propriety of nominees <p>The Nominations Committee also has regard to a skills matrix to identify the desirable skills in independent directors. This matrix was refined through a Board skills audit conducted through Vicsport in February 2023.</p>	<p>Governance Committee does review the skills matrix and identifies skills gaps for the Board to note for succession planning</p>
<p>ASC Principle 4: The board should regularly conduct skill and composition evaluations and act upon these findings</p>	<p>ASC 4</p>	<p>Partially aligned</p>	<p>The Board does conduct regular Board and individual director performance reviews and the Governance Committee does reflect on skill gaps by reference to a skills matrix. In its most recent evaluation, a theme emerged that the Board should begin to focus on Board diversity outside of simply gender diversity. Of note was the director observation: ‘Diversity is also lacking and is holding us back from being representative of the diversity of our</p>	<p>Existing processes are insufficient to bring diversity to the Board outside of gender diversity:</p> <ul style="list-style-type: none"> • The ordinary director election process does not allow for identification and appointment of diverse directors to the board • The use of the skills matrix by, and the powers of, the Nominations Committee does

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
			<p>communities’.</p> <p>In early 2023, Vicsport conducted skill audits of each of the LSV Board and its standing committees (Finance, Risk and Audit; Governance; Honours and Awards). One conclusion drawn was that it would be appropriate to review the director nomination and election procedures of LSV and its Councils ‘to facilitate the progression of skilled and qualified directors to the LSV Board’.</p> <p>The Vicsport audits identified recommendations for improving the composition and skills of the Board and committees. No changes in Board or committee composition has yet occurred and the Board's consideration of these recommendations were via a report from the Governance Committee that suggested the need for succession planning to include someone with finance skills.</p>	<p>not lead to directors with appropriate or desirable skillsets being appointed to the Board</p>
<p>4.2 Diversity, Equity and Inclusion The board demonstrates a strong and public commitment to progressing towards achieving its diversity, equity and inclusion goals within its board composition</p>		<p>Not aligned</p>	<p>Diversity exists in relation to gender but not other forms of diversity, particularly cultural and disability. There is no evidence of the Board's public commitment to progressing its diversity, equity and inclusion goals.</p> <p>This is inconsistent with LSV's 2021-2025 strategic plan that sets:</p>	<p>The composition of the Board is not reflective of the strategic goals of the organisation and does not align with LSV's efforts in diverse communities across Victoria.</p> <p>The current system for electing ordinary directors and appointing independent directors constrains</p>

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
			<ul style="list-style-type: none"> • A goal to be a ‘welcoming and sustainable organisation’ • Specific outcomes to be ‘known for our values-centred, diverse and inclusive approach’ <p>LSV also operates extensive and well-supported programs for CALD communities, with an increased focus on programs for Victorians with a disability and older Victorians.</p>	<p>the Board's ability to bring on directors having diverse backgrounds beyond gender.</p> <p>Giving the Nominations Committee enhanced powers to recommend directors of diverse background would help, as would considering a different balance of directors to bring on more appointed directors from different backgrounds. Working with Councils to put forward directors from diverse backgrounds would also help.</p> <p>LSV and its Nominations Committee could consider accessing a broader range of director talent than from within existing networks. Seeking nominations via targeted advertisements or through director talent banks such as that offered by the Australian Institute of Company Directors (AICD) can support this approach.</p>
<p>4.3 Gender Balance The board, while ensuring the prevailing criterion for election is eligibility, skills, expertise, and</p>		Aligned	The gender balance of the LSV board as at 1 July is 55% male and 45% female.	None. However, there is no mechanism in place in the Constitution, By Laws or Model Criteria for the LSV President and

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
experience, should be composed in a manner such that no one gender accounts for more than 60% of the total number of Directors				Directors to actively monitor and manage gender representation. The Nominations Committee should take gender diversity into account in performing its role, including succession planning.
4.4 Director Independence The organisation's directors should be independent, regardless of whether elected or appointed		Partially aligned	<p>Up to three directors can be appointed as independent directors. The President is elected by the Council Representatives and the other seven directors are elected to represent the portfolio of the Council from which they are appointed (note the AEIEC director is appointed following a nomination/recommendation from the Nominations Committee).</p> <p>Independent directors and the President are required to resign from any position they hold on the executive, board or committee of management of their Life Saving Club or Associate Member within three months of appointment to the board.</p> <p>Ordinary directors only need to declare any position they hold in a Club or Associate Member and offer to exclude themselves from any board discussions that impacts on their interest.</p>	<p>Ordinary directors are intrinsically linked to the Councils from which they are elected via the By Laws, which sets out that such directors have a portfolio role. These directors participate in Council and Council Executive meetings and are in most cases holding other roles within the LSV system, including roles with Clubs.</p> <p>The position description for ordinary directors set out in By Law 5.5 notes that these directors must discharge their duties as a director of LSV but also to 'oversee their respective Council's portfolio'.</p> <p>The By Laws attempt to outline further detail on how directors should perform in their roles - notably under By Law 5.1.9(b) which requires ordinary directors to</p>

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
				<p>'act in the interests of LSV as a whole' and to 'not act as representatives of their appointing Council'. This creates a tension for ordinary directors who are appointed to act as representatives through the operation of the By Laws.</p>
<p>4.5 Appointment of Directors The organisation has a documented and transparent process for the identification and appointment of directors</p>		<p>Partially aligned</p>	<p>The Constitution and By Laws set out the process for identification and appointment of directors.</p> <p>For the President, nominations must be received by the CEO and forwarded to the Governance Committee who makes recommendations to Councils for their consideration in electing the President. Where multiple nominations are received, the Council Representatives vote at the AGM by majority vote.</p> <p>For ordinary directors, the Councils can appoint directors in accordance with their entitlements: CLC - 2 directors; LSOC - 2 directors; ASC - 1 director; MLDC - 1 director; AEIEC - 1 director. Note that the AEIEC director is appointed by the LSV board following a recommendation of the Nominations Committee (not Governance Committee) as per the By Laws.</p>	<p>The structure in place through which the Nominations Committee assists the Board in identifying independent directors does not extend to the identification of ordinary directors. Those directors are appointed via the election process mandated by the By Laws. The Nominations Committee role is limited to assessing the fitness and propriety of those directors.</p> <p>Ultimately this means that LSV and its Board have minimal control over the identification and appointment of ordinary directors, other than through the Nominations Committee having a role to play in vetting their fitness and propriety and in nominating proposed candidates for the role of the AEIEC</p>

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
			The President and the ordinary directors can appoint up to three independent directors following consultation with the Governance Committee. The identification of independent directors is supported by the Nominations Committee.	director (and Council Representatives/chair).
4.6 Elected vs Appointed Directors The board has a composition which incorporates both elected and appointed directors		Aligned	Seven of the ten directors (and the President) are elected via the Council that they represent. The President and ordinary directors may appoint up to three independent directors.	None. However, the election of directors occurs via the Council election process which is not predicated on an assessment of the board's skillset requirements, considerations of diversity or whether the election candidates represent the most appropriate director candidates.

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
Principle 5: The rulebook – documents that outline duties, powers, roles and responsibilities				
An organisation should clearly define and document its structure and the duties, responsibilities and powers of members, directors, committees and management				
<p>5.1 Legal Entity The organisation should be a legal entity incorporated under the legislation which best fits its size, need and jurisdiction</p>		Aligned	Incorporated as a company limited by guarantee	None
<p>5.2 Director Term Limits The organisation should have a staggered rotation system for directors, with term limits and a maximum tenure of no longer than 10 years. A director may serve on the Board for a maximum of twelve years if appointed as chair of the organisation</p>		Partially aligned	<p>Director terms are limited to a maximum of six years (three terms of two years each).</p> <p>However, ordinary directors are also eligible to become President or an independent director following this maximum term. Ordinary directors can also seek re-election as an ordinary director after a period of 12 months has passed from the conclusion of their earlier term as an ordinary director.</p> <p>A President can serve a term of up to six years, following which they are eligible to hold a position as an independent or ordinary director.</p> <p>Ordinary and independent director appointments are staggered with half of the ordinary directors retiring each year and independent directors retiring as determined by the Board.</p>	<p>Ordinary directors can continue to seek election to the LSV Board for an unlimited number of terms provided there is a 12 month gap between each period of office. While the gap means the term limits align with the standard, the spirit of the principle may be compromised if a director was re-elected for multiple periods in office well in excess of the recommended ten years.</p> <p>Ordinary directors/Presidents who combine these two roles can serve for up to 12 years consecutively.</p> <p>These relatively short terms create a risk of loss of corporate knowledge, unless the</p>

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
				director/President is re-elected or seeks office in another role.
<p>5.3 Director Eligibility A director who has completed the maximum tenure on the board is not eligible to stand as a director for that organisation for a period of at least three years</p>		Not aligned	An ordinary director who has served for three consecutive terms may be eligible for re-election as an ordinary director after a period of 12 months has passed if elected by a Council.	An ordinary director is only required to wait 12 months before seeking further office, not the three years required by the standard.
<p>ASX Recommendation 1.3: Written agreement with each director [letter of appointment] and senior executive [service contract] setting out terms of appointment</p>	ASX 1.3	Aligned	<p>Detailed letters of appointment and services agreements are provided for directors and executive staff.</p> <p>The director letters cover off matters including roles and responsibilities, time commitment, LSV values and the Code of Conduct, director induction, conflict of interests and confidentiality.</p>	None
<p>5.4 Director Induction The board has a process for inducting new directors</p>		Aligned	Directors are inducted pursuant to a board induction policy. Induction includes briefings from the LSV President, CEO and Company Secretary and the provision of key governance documents including the Board Charter. New directors are paired with a buddy director for guidance.	None

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
AICD Principle 4.3: Directors undertake ongoing education to fulfil their responsibilities	AICD 4.3	Aligned	The Board Charter provides for funding to be made available to directors to undertake formal training and professional development in corporate governance in relation to their roles as LSV directors. Directors are put through additional governance training including, in the case of a number of current directors, training at the Australian Institute of Company Directors. The Company Secretary monitors completion of ongoing education by directors.	None
5.5 Board Charter The board operates under a documented board charter		Aligned	<p>LSV operates under a 'Governance Charter' published in November 2022 that sets out:</p> <ul style="list-style-type: none"> • The Board's role • The governance model (that operates 'at more than one level' due to the delegation of 'significant responsibilities' to its Councils/Council Executives) • Director roles (Council elected directors 'wear two hats', with the 'differing accountabilities of these interrelated roles' needing to be 'clearly understood and not blurred') • The Board's governing style • Terms and succession planning • Induction and training • Diversity and inclusion • Code of Ethics • Relationship of Board with management - with ordinary directors able to liaise with 	<p>None, although note that the Charter does point out LSV's unique governance model, which creates 'unique challenges for LSV directors, which are essential to be understood and addressed by all directors'.</p> <p>Also: 'Achieving good governance at LSV requires that LSV directors understand these additional complexities and regard them in exercising their directorial responsibilities'.</p> <p>Unlike many companies, LSV permits communication between directors and the executive and other relevant staff, rather than</p>

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
			senior portfolio executives <ul style="list-style-type: none"> • Financial accountability • Policies • Media and communications • Access to and use of information • Liability and insurance 	formalising primary information exchange via the CEO and President. The Governance Charter permits interaction with staff although it has been noted that this has resulted in sub-optimal situations for LSV staff. This access to staff may be due to the nebulous wording of the Charter on the specific protocol for director/staff engagement.
ASC Principle 6A: The roles of key positions in an organisation's governance system should be documented and understood. Key positions may be listed in a constitution. At a minimum, there should be position descriptions and expectations outlined for the roles of an individual director and the chair	ASC 6	Aligned	The Constitution and By Laws set out duties of key members of the governance system including: <ul style="list-style-type: none"> • President • Board directors • Company secretary • Chief Executive Officer • Councils and Council Executives • Standing Committees These roles are set out in defined position descriptions in the By Laws.	Note the Board Charter/By Laws give directors an ability to act in the interests of both LSV and their Council - giving rise to a conflict of interest that needs to be understood and managed. The position descriptions set out in the By Laws also provide ordinary directors with responsibilities that could be considered to be executive or management responsibilities.
ASC Principle 5(a): The board is responsible for all powers and responsibilities of the management of the organisation aside from those duties and	ASC 5	Not aligned	The By Laws give a number of executive powers to the Councils to execute (and to the ordinary director(s) responsible for the Council), with reporting required by ordinary directors on the execution of those powers back to the LSV	Executive powers given to Councils can be used in ways that impact on LSV's business. A clarification of the powers - both financial and operational - delegated to ordinary

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
<p>powers required to be held by members by the constitution or incorporating act</p>			<p>Board. These roles are expressed slightly differently across Councils, with some Councils having program development and execution responsibility (LSOC, ASC, MLDC) while others (CLC, AEIEC) are information sharing and advisory in nature.</p> <p>Note that the LSV Delegations of Authority Policy (November 2022) does not refer to powers allocated to Councils and Committees under the By Laws. These By Law powers are not covered by levels of authority or performance indicators that would address how these powers are to be exercised, monitored and controlled, as would be the case if the powers were delegated to Councils via this Policy.</p>	<p>directors and Councils is required to assess the level of operational, strategic, financial and reputational risk to LSV that this delegation may crystallise.</p> <p>This also blurs the line of separation of governance (via Councils) and management. It further creates risk as it can lead to blind spots of the Board.</p>

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
Principle 6: The playbook – board processes which ensure accountability and transparency				
Through effective processes and continual review of its performance, the board is able to demonstrate accountability and transparency to its members and stakeholders				
6.1 Finance, Audit and Risk Committee The organisation has a Finance, Audit and Risk committee		Aligned	<p>LSV has a Finance, Risk and Audit Committee (FRAC). This Committee meets six times a year and provides minutes of its meetings to the Board.</p> <p>The FRAC is a standing committee of the Board established in the LSV Constitution. Its charter, composition and reporting obligations are required under the Constitution to be set out in the LSV By Laws.</p> <p>The By Laws set out the duties, membership and requisite skills and experience required of the FRAC. The FRAC must be comprised of:</p> <ul style="list-style-type: none"> • Five to seven members having appropriate experience for the role • At least two members must be directors • A Chair of the FRAC, who will be appointed by the Board. There is no requirement that the Chair must be independent of the Board 	None, although the Chair of the FRAC does not need to be independent of the Board.
ASC Principle 5(b): All committees are accompanied by a written Terms of Reference which outlines the committee’s purpose, scope, responsibilities, powers,	ASC 5	Aligned	<p>The Constitution establishes four standing committees of the LSV Board:</p> <ul style="list-style-type: none"> • FRAC • Grievance and Judiciary Committee • Governance Committee (which has a 	None, although there is no written requirement to review the basis of each Committee other than the general power of the Board to review the By Laws from time to time

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
<p>requirements, roles of the chair, timelines, duration of effect and a schedule for board review</p>			<p>Nominations Committee as a sub-committee)</p> <ul style="list-style-type: none"> • Honours and Awards Committee <p>The charter, composition and reporting obligations of each Committee are required under the Constitution to be set out in the LSV By Laws. The By Laws provide relevant information relating to the operation of each of these Committees.</p> <p>Additional Committees may be established by the Board and delegations provided in writing. Through this function the Facility Development Committee has been established, whose operations are set out in By Law 6.8.</p>	<p>time as circumstances require (and which is done in practice annually by the Board).</p>
<p>6.2 Chair Appointment and Evaluation The board shall appoint the chair and evaluate their performance</p>		<p>Not aligned</p>	<p>The President is elected by a majority of the (eight) Council Representatives rather than the Board. This process is supported by the LSV Governance Committee reviewing all nominees (where there are more than one) and making recommendations to the Councils for consideration in electing the President. The President is a separate director to the ordinary and independent directors.</p> <p>No documentation was provided of a Board assessment of the President's performance. This is not something covered in the recent Board performance evaluation.</p>	<p>The system for the election of the President via the existing Constitutional process is complex. Having the Board elect the President from within its collective group allows for the smooth and orderly running of Board meetings, effective succession planning to occur and is more likely to lead to a suitable candidate becoming President compared with an election process.</p>

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
<p>6.3 CEO Eligibility The CEO, upon leaving their role with the organisation, is not eligible for appointment or election to the board within 3 years</p>		Not aligned	The Constitution is silent on this matter.	The Constitution does not stipulate that the CEO cannot be appointed or elected to the Board within three years of leaving their role.
<p>6.4 Conflict of Interest The board has rigorous processes for identifying and managing director conflict of interest</p>		Partially aligned	<p>The existing Conflict of Interest Policy requires directors, Council and committee members to declare their interest in any contractual, disciplinary or other financial matter in which a conflict of interest arises or may arise. The Policy sets out:</p> <ul style="list-style-type: none"> • What constitutes a conflict of interest • The roles and responsibilities relating to the management of conflicts • How directors are expected to disclose actual, potential or perceived conflicts of interest, by completing a declaration of interests form and having it entered into the register of declarations • Actions to manage conflicts of interest • Consequences for a failure to disclose a conflict of interest <p>This Policy is supplemented by a Gifts, Benefits and Hospitality Policy and director Code of Ethics. Board agendas include a standing item for director declaration of interests.</p> <p>Rule 29 of the LSV Constitution also covers the</p>	<p>The existing governance structure facilitates the election of LSV directors to act on behalf of both LSV and Councils. Ordinary directors holding other positions in a Club or Associate Member only needs to declare such interests and offer to exclude themselves from discussions which will impact those interests.</p> <p>The President and independent directors must resign from any positions held in Clubs or Associate Members.</p>

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
			management of conflicts of interest.	
<p>6.5 Governance Reporting</p> <p>The organisation reports on governance outcomes at both its Annual General Meeting (AGM) and in its Annual Report</p>		Aligned	<p>LSV's most recent Annual Report includes:</p> <ul style="list-style-type: none"> • An overview of LSV's governance arrangements • Activities reported against strategic objectives • President and CEO reports • A financial overview (along with a separate annual financial report) <p>The AGM in 2022 covered the following standard items:</p> <ul style="list-style-type: none"> • Consideration of Annual Report • Consideration of Annual Financial Report • Auditor appointment • Election of President 	None
<p>ASC Principle 6(a): An agenda and board papers, in an appropriate and agreed format, should be circulated sufficiently in advance of all board meetings</p>	ASC 6	Aligned	<p>Agendas and Board papers for Board meetings are provided at least a week in advance of the meeting.</p> <p>Directors and executive management reported that the papers were now in an appropriate and agreed format, although sometimes lengthy.</p> <p>Director preparedness was not assessed by us.</p> <p>Agendas and papers for Board committees, Council and Council Executive meetings were not assessed by us.</p>	None

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
ASC Principle 6(b): Board meeting minutes, in an appropriate and agreed format, and including a clear record of decisions, should be distributed among directors within one week of the meeting	ASC 6	Partially aligned	Signed minutes of Board meetings reviewed for Board meetings in December 2022, February and April 2023, are documented in consistent format and offer summaries of discussions. These summaries lack detail and do not provide clear information on motions moved or voting patterns (votes for or against) when compared with minutes from other companies we have viewed, and we understand minutes are not always provided within one week of each meeting.	Query whether directors are satisfied with the level of detail provided in the Board meeting minutes, which we understand are intentionally published with this level of detail rather than including verbatim discussions.
ASC Principle 6(c): Organisations should publicly publish documentation regarding their governance processes	ASC 6	Aligned	<p>The LSV website publishes a range of pertinent governance documentation including:</p> <ul style="list-style-type: none"> • Constitution • Governance Framework • Governance Charter • By Laws • Model Criteria for Presidents and Directors • Detailed director profiles <p>The LSV Annual Report provides an overview of the LSV governance structure.</p>	None
ASC Principle 6(d): Organisations should publicly publish their financial reports, strategic plans, risk registers and other appropriate documentation along with an annual report which	ASC 6	Partially aligned	<p>The LSV website publishes:</p> <ul style="list-style-type: none"> • Annual reports and annual financial statements • The LSV 2021-2025 Strategic Plan 	LSV does not publicly publish its risk register.

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
meets the requirements of its incorporating legislation				
ASC Principle 5(c): Organisations should have and use a nominations committee	ASC 5	Partially aligned	<p>A Nominations Committee (a sub-committee of the Governance Committee) is in place and its procedure established in the By Laws for the following purposes:</p> <ul style="list-style-type: none"> • Recommending nominees to Councils for their consideration in electing the LSV President • Recommending independent directors for appointment by the Board • Evaluating the fitness and propriety of ordinary directors but does not evaluate whether those directors otherwise have the appropriate skills to represent their Council on the LSV board • Reviewing and recommending nominations for the AEIEC director, Chair and two Council Executives 	The Governance/Nominations Committee makes recommendations for independent directors, while ordinary directors are elected by the Councils (and nominated by the AEIEC), with the Nominations Committee having a role limited to assessing the fitness and propriety of those ordinary directors.

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
Principle 7: The defence – a system which protects the organisation				
To proactively protect the organisation from harm, the board ensures the organisation has and maintains robust and systematic processes for managing risk				
<p>7.1 Vulnerable Persons and Children</p> <p>The sport has a documented process to ensure compliance with working with vulnerable persons and children legislation (that reflects the varying legislative requirements of all States and Territories) including maintenance of relevant checks</p>		Partially aligned	<p>LSV follows the SLSA Child Safeguarding Policy, Member Protection Policy and related procedures.</p> <p>The Surfguard system for receiving and maintaining relevant checks including working with children checks is overseen by the LSV GM of people.</p> <p>The LSV website provides more information for members about its approach to safeguarding children and young people. The information on this website is now out of date and does not take into account the new requirements on organisations arising from the new Victorian Child Safe Standards introduced in July 2022.</p>	The LSV website provides outdated information about the Victorian Child Safe Standards.
<p>7.2 Development of Risk Management</p> <p>The board has a documented process for ensuring that the policies and procedures implemented by management are consistent with the organisation's risk management framework</p>		Aligned	<p>Process documented in the LSV Risk Management Policy.</p> <p>Board papers are prepared by management in a standard template form that requires management to consider different types of risk in relation to any Board recommendations:</p> <ul style="list-style-type: none"> • Financial risk • Operational risk 	None

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
			<ul style="list-style-type: none"> • Legal risk • Reputational risk • Other material issues/risks 	
<p>7.3 Implementation of Risk Management</p> <p>The board has established a risk management system that is appropriate for the size and context of the organisation, aligns with strategy and enables organisation-wide decision making for the management of threats and opportunities</p>		Not assessed	<p>LSV has a detailed Risk Management Framework document (revised in July 2022) that sets out an appropriate framework for managing risk within LSV's operations.</p> <p>The Risk Management Framework includes:</p> <ul style="list-style-type: none"> • A Risk Appetite Statement • A Risk Management Process to identify, assess, mitigate and monitor risk • Risk management responsibility and accountability • Systems, tools and matrixes to facilitate risk management <p>Risks are identified as:</p> <ul style="list-style-type: none"> • Strategic risks that threaten the achievement of the 2021-2025 strategic objectives • Enterprise and function-specific risks • Newly emerging risks <p>The Framework also applies an assurance approach consisting of the 'three lines of defence' (internal function leads, internal risk management expert and external review by a subject matter expert).</p>	<p>A detailed review was not undertaken - and therefore no assessment of the adequacy has been made of:</p> <ul style="list-style-type: none"> • The LSV enterprise risk register • The risk appetite statement • Monitoring systems • Risk controls and treatments
ASX Recommendation 3.3: Have a whistleblower policy and ensure	ASX 3.3	Aligned	LSV has a whistleblower policy in place and provides staff education on the policy and	None

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
that board or committee is informed of any material incidents reported under that policy			protected disclosures.	
ASC Principle 7(a): The board develops and regularly reviews a risk management framework that includes, at least, a risk appetite statement, risk management policy and risk register	ASC 7	Aligned	<p>The LSV Board has developed the Risk Management Framework described above.</p> <p>The Board receives minutes and reports from the Finance, Risk and Audit Committee as part of Board deliberations. Board minutes reviewed included a discussion by directors about the adequacy of the LSV Risk Appetite Statement.</p> <p>Reports are provided to the Board in a standard format that requires management to consider different types of risk in relation to any Board recommendations.</p>	None
ASC Principle 7(b): Ensure board meetings regularly review the risk management of the organisation, even if the organisation also has a risk committee and an internal audit function	ASC 7	Aligned	As above	None
ASC Principle 7(c): The board may delegate some of the management of risk to a risk committee, but maintains ultimate responsibility for the	ASC 7	Partially aligned	<p>The Risk Management Framework outlines roles and responsibilities for risk management.</p> <p>The Board has responsibilities including:</p> <ul style="list-style-type: none"> • Reviewing and approving the risk management policy and risk management 	No evidence was provided to show how Councils manage risk and report this risk back to the LSV Board, particularly in relation to program areas having substantial operating and reputational risk such

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
effective management of risk			<p>framework</p> <ul style="list-style-type: none"> Overseeing the identification and management of strategic and material enterprise risks including risk management plans and treatments Approving the risk appetite statement and risk tolerance levels <p>To achieve this role, the Board receives minutes and reports from the Finance, Risk and Audit Committee as part of Board deliberations. Board minutes reviewed included a discussion by directors about the adequacy of the LSV Risk Appetite Statement. The Board also ensures that it reviews the Risk Management Framework annually with the support of the Finance, Risk and Audit Committee.</p> <p>The Risk Management Framework allocates responsibilities to Councils to provide oversight and assurance on the effectiveness of risk management activities and to monitor risk treatment actions.</p>	as lifesaving services.
AICD Principle 9.2: The board oversees compliance with relevant laws, regulations and internal policies	AICD 9.2	Partially aligned	<p>LSV has considerable compliance obligations with respect to its role as a Registered Training Organisation (RTO) and as an agency of Emergency Management Victoria (EMV). It also has obligations to the ATO, ASIC and ACNC. This compliance burden is managed through members of the executive team, supported by</p>	Councils currently have executive powers to deliver program elements but do not clearly report risk management to the Board relating to any financial, operational, legal or reputational risk or liability.

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
			<p>the Company Secretary and external lawyers.</p> <p>No evidence was provided that the Board oversees compliance by the Councils with legislative requirements and internal requirements such as obligations imposed under the LSV By Laws. Examples were cited to suggest that the Councils are not always in compliance with LSV internal policies and standard operating protocols.</p>	
<p>ASC Principle 7(d): Annually review all applicable legislative and regulatory requirements and develop a compliance system for adherence to these requirements</p>	<p>ASC 7</p>	<p>Partially aligned</p>	<p>LSV has recently acquired Folio, a contracts, risk and compliance software platform that it intends to use in relation to managing elements of its compliance requirements. This was not assessed.</p> <p>Other than its efforts in relation to its status as a RTO and an agency of EMV, no formal annual review occurs in relation to general compliance by LSV or its Councils.</p>	<p>No formal system for annual review of its compliance with all legislative and regulatory requirements.</p>
<p>ASC Principle 7(e): Acquire and maintain appropriate insurance policies for directors and officers</p>	<p>ASC 7</p>	<p>Not assessed</p>	<p>The Constitution allows LSV to take out insurance on behalf of the directors. LSV maintains Directors' and Officers' Liability Insurance and Professional Indemnity insurance under its Association Liability policy, indemnifying directors for certain specified liabilities. However, insurance cover is not available where a director acts dishonestly.</p>	<p>A copy of the relevant Directors' and Officers' Liability Insurance policy was provided, although no assessment was made as to the adequacy of the policy coverage.</p>

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
ASC Principle 7(f): Develop a system for directors and officers to access independent professional advice where required	ASC 7	Not aligned	The Constitution and the Governance Charter are both silent on this matter.	No system for directors and officers to access independent professional advice although this can be facilitated via the Company Secretary.
Principle 8: The best and fairest – a system for ensuring integrity				
An organisation should have measures and protocols to ensure integrity of the sport and safeguard its participants				
[Intentionally deleted as not considered relevant for the Review]				
Principle 9: The scorecard – embedded systems of internal review to foster continuous improvement				
The board must have an appropriate system of internal controls to enable it to monitor performance, track progress against strategy and address issues of concern				
9.1 Board Evaluation The board should regularly evaluate its performance and performance of individual directors. The board should agree and implement a plan to take forward any actions resulting from the evaluations		Partially aligned	The Board does conduct periodic evaluations of its performance. The Governance Committee provides recommendations for action arising from the Board evaluation process. No formal process exists for assessing the performance of individual directors. Pursuant to the Governance Charter, LSV does provide systematic training and professional development opportunities for directors, including access to the AICD company directors course.	The Board does not have a system for the Board assessment of the performance of individual directors.

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
<p>9.2 Board Meeting Schedule The board will operate itself in an efficient manner and directors meet as appropriate to discharge their duties effectively</p>		Aligned	<p>The Board meets eight times a year plus two strategy workshops.</p> <p>The Board's own assessment indicated frequency of meetings was appropriate to discharge its duties.</p>	None
<p>ASC Principle 6(e): The board should establish and work to an annual board calendar/work plan which includes major annual activities such as budget approval, strategy review, CEO evaluation, policy reviews and the AGM</p>	ASC 6	Aligned	<p>The Board operates in accordance with a detailed work plan that includes timings for:</p> <ul style="list-style-type: none"> • Meetings of standing committees • Meetings of Councils • Key events (such as Club conference, Aquatic Industry summit and publication of annual Drowning Report) • Topics to be covered in CEO report • Strategic plan reporting • Risk register updates • Budget approval and quarterly reporting • Annual board evaluation • AGM • President/director nominations/appointments 	None
<p>9.3 Board Meeting Agenda The board has documentation and processes to operate its meetings in an efficient and effective manner</p>		Aligned	<p>Requirements for meetings of the Board are set out in the LSV Constitution including information on:</p> <ul style="list-style-type: none"> • How decisions are made • Quorum • Notice requirements • The Chair of the meeting 	None

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
			<p>These are supplemented by a 'governing style' set out in the Governance Charter. The Board is also supported by processes developed by the executive and Company Secretary around providing notice, agendas, template board papers and preparing minutes. As noted above, we reviewed agenda, Board papers and minutes.</p>	
<p>9.4 Board Meeting Minutes The board maintains accurate records of meetings and board decisions</p>		Aligned	<p>The Board meeting minutes reviewed provide summaries of discussions including motions carried. The specific content was not reviewed in detail.</p>	None
<p>9.5 Financial Delegations The board has documented financial delegations. This includes, but is not limited to: expenditure, funding, grants, other financial transactions as resolved by the board</p>		Aligned	<p>The current Delegation of Authority Policy was published in November 2022 and sets out the following financial and non-financial delegations:</p> <ul style="list-style-type: none"> • Strategy and governance • Legal • Finance • Media and public relations • Human resources <p>The Policy aims to ensure decisions are made at the most appropriate authority level for 'strategic and operational effectiveness, whilst giving due consideration to the level of risk attached to the decision making'. Responsibility and accountability remains with LSV at all times</p>	<p>Note that the Delegations of Authority Policy does not refer to powers allocated to Councils and Committees under the By Laws. These powers are operational or advisory but are not covered by levels of authority or performance indicators that would address how these powers are to be exercised, monitored and controlled.</p> <p>The delegations to staff overlap in some cases with the decisions and actions of Councils and this overlap is not addressed in the Policy or the</p>

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
			<p>despite any delegations - individual directors 'do not have delegated authority'.</p> <p>The Policy also explains consequences for those who act outside their delegated authority - including personal liability for any liability, loss or damage sustained. The Policy is to be reviewed annually.</p>	Governance Charter.
<p>9.6 Non-Financial Delegations The board has documented non-financial delegations. This includes, but is not limited to: human resources, correspondence/public relations, membership, strategic actions, business plans, board resolutions, grievances, and complaints</p>		Aligned	See above	None
<p>ASC Principle 5(d): The board documents and regularly reviews the delegated authority to staff</p>	ASC 5	Aligned	See above	None
<p>9.7 CEO Evaluation The board has a documented CEO (or equivalent) performance evaluation process</p>		Aligned	<p>The CEO undergoes a regular performance evaluation from the Board via the Performance and Remuneration Committee.</p>	None
<p>9.8 Succession Planning The board has a documented succession planning process for</p>		Partially aligned	<p>Succession planning is referenced in the Governance Charter, but this does not provide any detail on LSV's approach on succession</p>	No clear succession plan or documented succession planning

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
key personnel and the retention of corporate knowledge			<p>planning nor is there a documented plan to support succession planning for the role of President, directors (both elected and appointed) or CEO and other executive management. The Governance Committee does report to the Board on desirable skills for future directors to bring to the Board.</p> <p>Note that succession planning for board positions is limited with respect to elected directors as LSV does not have control over directors elected to represent Council.</p>	process.
ASC Principle 9(a): The board regularly reviews progress against defined measures, including elements of the strategic plan	ASC 9	Aligned	The LSV Board receives strategic plan updates/reports from executive management at least quarterly. Strategic plan reporting is done on the basis of a progress report in the form approved by the Board.	None
ASC Principle 9(b): The board regularly reviews the financial performance of the organisation	ASC 9	Aligned	<p>The LSV Board receives financial reports on at least a quarterly basis in addition to financial reports received and reviews conducted by the Finance, Risk and Audit Committee.</p> <p>FRAC meeting minutes showed detailed budget reporting occurs. Board minutes show that FRAC minutes are tabled at each Board meeting while management provides a 'Financial Snapshot' report which highlights financial risks and issues.</p>	None

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
ASC Principle 9(c): The board has a policy for handling breaches of the code of conduct	ASC 9	Aligned	<p>LSV does have a Code of Ethics for directors, along with a general member Code of Conduct (the SLSA Code). Neither clearly explains the process for handling a breach. Other policies such as the Conflict of Interest Policy and Delegation of Authority Policy outlines consequences for breaches of those policies.</p> <p>Separately, the Constitution includes a process for disciplining members on certain grounds, including where the member acted in a manner unbecoming of a member or prejudicial to the objects of the Constitution or interests of LSV or brought themselves or LSV into disrepute.</p>	The Code of Conduct does not clearly outline the process for handling breaches.
Other good governance practices.				
Other Standard 1: The incorporated body has a constitution, which embodies key sections		Aligned	The Constitution in place embodies key governance elements and has been regularly reviewed.	None
Other Standard 2: The majority of the board of directors is elected by the members		Partially aligned	<p>The Constitution and By Laws set out the process for identification and appointment of directors. Up to seven directors including the President are elected via processes established in the By Laws.</p> <p>The President is elected by the Councils via their Council Representative at the AGM by majority</p>	<p>Ordinary directors (other than the AEIEC director) are elected by members via their delegates at Council meetings and not through direct elections.</p> <p>The President is elected via the eight Council Representatives representing the five Councils - not</p>

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
			<p>vote.</p> <p>The seven ordinary directors are elected by the Council that they represent in accordance with their entitlements: CLC - 2 directors; LSOC - 2 directors; ASC - 1 director; MLDC - 1 director; AEIEC - 1 director. Note that the AEIEC director is appointed by the LSV board following a recommendation of the Nominations Committee (not Governance Committee) as per the By Laws.</p> <p>The President and the ordinary directors can appoint up to three independent directors following consultation with the Governance Committee.</p>	the Club delegates.
Other Standard 3: The governance structure features a clear separation of powers and responsibilities between the board and the chief executive officer and their staff		Partially aligned	The Constitution allows the Board to appoint a CEO who may exercise all powers of LSV not required to be exercised by the Board. This is supported by the Delegation of Authority Policy that outlines the limits of power delegated to the CEO and executive management.	The By Laws also grant some powers to the Councils which are operational or advisory. These overlap with the mandate given to the CEO under the Constitution and Delegation of Authority Policy.
Other Standard 4: The fiduciary and legal duties of individual directors/board members are outlined		Aligned	<p>The fiduciary and legal duties of directors are outlined in various documents including:</p> <ul style="list-style-type: none"> • The Governance Charter (including in the Code of Ethics) • The director letter of appointment • By Law 5.1.9 	None

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
			<p>Directors' duties are also included in the induction process.</p> <p>Directors are made aware through multiple touchpoints that their fiduciary (and legal) duty is to act in the best interests of LSV as a whole. Ordinary directors are expressly reminded to act in the interests of LSV and not as representatives of their appointing Council.</p>	
Other Standard 5: The chief executive officer will not normally be a director of the board		Aligned	The CEO is not a director. The CEO is allowed to attend and participate in debate at all Board meetings ex-officio but is not entitled to vote.	None
Other Standard 6: The board has in place a protocol outlining expectations for board–management interactions		Aligned	<p>The Governance Charter outlines expectations for interactions between LSV directors and management. This is outlined as follows:</p> <ul style="list-style-type: none"> • Communication between directors and management is primarily to go through the CEO's office • Ordinary directors elected by Councils will liaise with the relevant senior executives and officers within LSV 'for matters directly related to the Council role they are appointed' (sic) 	None, although note this differs from usual practice of communication through the CEO's office because of the nature of the governance structure leading to volunteer ordinary directors having a 'second hat' that they need to be able to perform in collaboration with LSV management. The Governance Charter permits director interaction with staff although it has been noted that this has resulted in sub-optimal situations for LSV staff. This access to staff may be due to the nebulous wording of the Charter on the

Australian Sports Commission - Sports Governance Standards	Alternative Source ¹	Alignment	Life Saving Victoria	Gap
				specific protocol for director/staff engagement.
Other Standard 7: Members of an organisation have the ability to change the constitution, should they see fit, in accordance with applicable legislation and governance documentation		Aligned	The Constitution may be amended via a special resolution at a General Meeting, which requires 75% of the voting members (6 of 8 Council Representatives) to pass any resolution proposing to change the Constitution.	None
Other Standard 8: Members of an organisation have the ability to remove board members (or a board as a whole), should they see fit, in accordance with applicable legislation and governance documentation		Aligned	The Constitution provides that a director may be removed from office in General Meeting in accordance with the Corporations Act - requiring a special resolution (6 of 8 Council Representatives).	None
Other Standard 9: The board should be structured to have between five and nine directors		Not aligned	LSV's Constitution allows for up to 12 directors to be on the Board.	The maximum number of directors exceeds the five to nine recommended in the standard.

Attachment 6 – 2023 Club Membership Data

Sourced from *Council of Lifesaving Clubs Annual Report 2022-23, 2023*

Club	Registered Members
Portsea SLSC*	5622
Ocean Grove SLSC*	2937
Anglesea SLSC	1702
Williamstown S&LSC	1537
Lorne SLSC	1531
Point Lonsdale SLSC	1492
Torquay SLSC	1459
Point Leo SLSC	1331
Fairhaven SLSC	1224
Cape Patterson SLSC	1172
Jan Juc SLSC	1151
Mentone LSC	1059
Mt Martha LSC	1058
Mornington LSC	1055
Port Melbourne LSC	962
Woolamai Beach SLSC	911
Elwood LSC	858
Venus Bay SLSC	805
Hampton LSC	791
Barwon Heads/13th Beach SLSC	774

Club	Registered Members
Mordialloc LSC	763
Inverloch SLSC	761
Waratah Beach SLSC	729
Wye River SLSC	713
Port Fairy SLSC	636
Warrnambool SLSC	629
Apollo Bay SLSC	607
Seaspray SLSC	568
Aspendale LSC	553
Sandringham LSC	509
Altona LSC	504
Chelsea Longbeach SLSC	502
Brighton LSC	489
Port Campbell SLSC	463
South Melbourne LSC	436
Sorrento SLSC	427
Bancoora SLSC	401
Edithvale LSC	363
Frankston LSC	349
Gunnamatta SLSC	342

Club	Registered Members
Dromana Bay LSC	341
Beaumaris LSC	336
Lakes Entrance SLS	329
Half Moon Bay SLSC	321
Black Rock LSC	306
Bonbeach LSC	272
Portland SLSC	251
Wonthaggi LSC	234
Woodside Beach SLSC	201
Seaford LSC	187
Carrum SLSC	169
Mallacoota SLSC	147
Kennett River SLSC	139
Rosebud & McCrae LSC	127
Sandridge LSC	62
Mildura LSC	59
St Kilda LSC	41
Total	43697

*** Club can exercise two votes at LSV General Meeting**

SIGPA

Sports Integrity & Governance Partners



www.sigpa.com.au



hello@sigpa.com.au



1319/401 Docklands Drive, Docklands VIC 3008



[sigpa-sports-integrity-governance-partners](https://www.linkedin.com/company/sigpa-sports-integrity-governance-partners)



[@SIGPA_Experts](https://twitter.com/SIGPA_Experts)