



Victorian Amateur Football Association

Board Charter

1. Introduction

This Board Charter sets out the major principles and framework within which the Board operates to allow it to discharge its responsibilities.

In carrying out its responsibilities and powers as set out in this charter, the Board recognises its overriding responsibilities to discharge its duties in good faith, with care and act honestly in the best interests of the Victorian Amateur Football Association (**VAFA**).

2. Responsibilities and functions

- (a) The Board's key responsibilities are:
 - (i) to act in the interests of VAFA as a whole;
 - (ii) observe their duties as Directors in terms of the *Corporations Act 2001* (Cth) (the Act), common law, VAFA's constitution and any other relevant legislation; and
 - (iii) provide strategic direction for VAFA and effective oversight of Management.
- (b) The key functions of the Board include:
 - (i) ensuring that VAFA conforms with all legal requirements and its operations reflect good governance principles by:
 - (A) conducting a biennial review of VAFA's constitution;
 - (B) overseeing compliance with appropriate laws and regulations and major litigation;
 - (C) managing Directors' interests, conflicts of same and related-party transactions;
 - (D) monitoring and ensuring VAFA and its personnel meet relevant insurance requirements;
 - (E) supporting, reviewing and monitoring the operational and financial performance of VAFA;
 - (F) overseeing compliance audits;
 - (G) make, add to, alter or rescind any VAFA rules, regulations, policies and by-laws as it sees fit;
 - (H) approving VAFA's policies and ensuring that they are complied with by all VAFA personnel;
 - (I) monitoring key financial and non-financial risk areas by ensuring the implementation of an effective risk management and internal control framework;
 - (ii) assisting VAFA to perform to its potential by:
 - (A) through constructive engagement with senior management and key stakeholders, review, add-value to, approve and monitor VAFA's purpose, core values, ethical framework, strategic direction and objectives;
 - (B) evaluating Board processes and performance of the Board as a whole, as well as contributions by individual Directors, ensuring the Board's effectiveness in delivering good governance, including performance and conformance matters;

- (C) appointing, supporting and providing advice and counsel to, evaluating and rewarding the Chief Executive Officer (**CEO**), taking an active role in overseeing the growth of the Management leadership talent pool and approving the Management succession plans;
- (D) evaluating the Board's performance;
- (E) ensuring a diverse and effective Board, in line with VAFA's constitution with appropriate policies and procedures for the Board and its Committees;
- (F) appropriately managing Board and CEO succession;
- (G) ensuring effective risk mitigation strategies are addressed and reported via the Committees through the Board;
- (iii) consider and agree on Committee and management recommendations on key issues including organisational structuring and resourcing, capital management, significant contracts and capital expenditure;
- (iv) delegation of powers and authorities while understanding the Board remains responsible for all decision of VAFA;
- (v) corporate governance matters, including frequency and agendas of Board and Committee meetings, and the appointment of the Company Secretary;
- (vi) matters pertaining to Members including meetings, effective communication and fostering good relationships; and
- (vii) tabling insights and feedback to the relevant Committee and/or the Chief Executive Officer for consideration.

3. The Board and Board Executive

3.1 Composition

- (a) The Board will consist of nine (9) elected Directors and up to two (2) appointed Directors in accordance with Clause 13.1 in VAFA's constitution.
- (b) The Board's executive comprises of the President, Vice-President(s) and such other Directors as the Board deems appropriate with allows other Directors to be added to the Executive.

3.2 Board Members' Requirements

- (a) All Board members are non-executive Directors, and are independent from the management of VAFA.
- (b) All Board members are elected or appointed as Directors on a voluntary basis and are not to be paid by VAFA, other than reimbursement of reasonable out-of-pocket expenses.

4. Director letter of appointment

The President issues (via the CEO) each new Director with a formal letter of appointment setting out the basis of appointment and the powers and duties of a Director, including this charter.

5. Director Induction and Education

5.1 Induction

Each new elected and appointed Director shall undertake the VAFA Directors' Induction Program (Appendix 2).

5.2 Training

It is strongly recommended that each individual Director completes a Sport Australia governance training course (or an equivalent course with the Australian Institute of Company Directors or the Governance Institute of Australia) during their tenure as a Board member.

6. Tenure

- (a) The maximum tenure of an elected Board member is for a period of three (3) consecutive terms, in accordance with Clauses 14.3(c)-(d) of VAFA's constitution, unless otherwise specified in VAFA's Constitution.
- (b) The maximum tenure of an appointed Board member as an appointed Board member is a period of two (2) consecutive terms in accordance with Clause 15.3(b) of VAFA's constitution, unless otherwise specified in VAFA's Constitution.

7. President's Responsibilities

The President of the Board has a major role as the head of the Board in providing leadership to the Directors and other functions, including:

- (a) creating an inclusive boardroom environment;
- (b) leading and facilitating the Board;
- (c) setting the Board direction and focus;
- (d) conducting an effective decision-making process and ensuring that the Board is focussed on achieving outcomes;
- (e) ensuring that no one has excessive influence;
- (f) inducting all new Board members in accordance with this charter;
- (g) maintaining a professional working relationship with the CEO;
- (h) acting as a spokesperson, where appropriate, in conjunction with the CEO;
- (i) promoting constructive and respectful relations between Directors;
- (j) ensuring that each Director appropriately contributes to the Board's decision-making process;
- (k) in conjunction with the Board and CEO, ensuring the Board maintains an adequate skills matrix;
- (l) ensuring the Board and individual Directors have a performance evaluation process;
- (m) ensuring that the Board's workload is dealt with effectively;
- (n) role-modelling ethical standards and behaviour based on VAFA's agreed values;
- (o) ensuring Directors have access to ongoing professional development opportunities;
- (p) in conjunction with the governance Committee, ensuring Directors comply with the Board Code of Conduct; and
- (q) in conjunction with the Board and CEO, communicating and consulting with relevant stakeholders on significant issues, as appropriate.

8. Board Committees

- (a) The Board may establish from time-to-time appropriate Committees to assist the Board by focussing on specific responsibilities in greater detail than is possible for the Board as a whole, reporting to the Board and making any necessary recommendations.
- (b) The membership, role and responsibilities, charter and performance of each Committee are reviewed annually by the Board.
- (c) The existence of Committees should not be seen as implying a fragmentation or diminution of the responsibilities of the Board as a whole.
- (d) A Director may be appointed as a member or Chair to any Committee each year.
- (e) The appointed Chair of a Committee must be confirmed by the Board's executive, and may be removed by the Board's executive.
- (f) The Chair of a Committee is responsible for the ratification of the terms of reference by the Board and ensuring regular meetings are established and outcomes are reported to the Board.
- (g) Directors on any Committee shall promote activity consistent with the sub-committee's terms of reference.
- (h) Should a Chair of the Committee need to take leave during any given time, the Board shall nominate an alternate Board member to fulfill duties of the Chair during this leave period.

9. Conflicts of interest and Directors' Independence

- (a) Directors have a duty to act honestly and in the best interests of VAFA and not to misuse their position or information to gain unfair advantage, and to disclose conflicts of interest.
- (b) To manage conflict of interests, the Board requires the following guidelines to be adhered to by Directors:
 - (i) declare existing or potential material conflicts to the President when appointed and on an ongoing basis as the need arises to enable the Company Secretary to maintain a register of Director's interests and potential related party conflicts;
 - (ii) provide an annual declaration to the President for the purpose of updating the register of interests and related party transactions;
 - (iii) when a conflict of interest arises, leave the Board meeting and not vote on any resolution that relates to the conflicted issue, unless the Directors who do not have a material interest in the matter have passed a resolution that identifies the Director, the nature and extent of the Director's interest in the matter and their relationship to the affairs of VAFA and states that the interest should not disqualify the Director from voting on the issue;
 - (iv) if a Director has provided notice on a material conflict the President and CEO will ensure that the Director does not receive Board papers or other information related to the conflict; and
 - (v) no financial benefit can be given to a related party of a Director (including spouse, a de facto spouse, parents, children and certain related corporate entities) unless approved by the Board.
- (c) The Company Secretary should arrange to provide a standing notice about an interest and will record it in the Board minutes.
- (d) The Board may require each Director to provide to it any relevant information to assess the Director's independence.
- (e) In assessing independence, the following matters will be considered and a Director will be regarded as independent if that Director:
 - (i) is not a Director, officer or otherwise officially associated directly with a member or affiliated organisation;
 - (ii) has complied with Clause 13.3 of VAFA's constitution;
 - (iii) has not been a material supplier of VAFA, or an officer of or otherwise associated directly or indirectly with a material supplier;
 - (iv) has no material contractual relationship with VAFA, other than as a Director of VAFA; and
 - (v) has been free from any business relationship which could, or could reasonably be perceived to, interfere materially with the Director's ability to act in the best interests of VAFA.

10. Insurance

- (a) Included in the annual agenda structure is the review of the Directors & Officers Insurance policy. Written details of the policy are to be provided to the Board as part of an overall risk management strategy.
- (b) Each Director is required to truthfully answer all questions in the insurer's proposal document and to disclose any information to the insurer which would be relevant to the insurer's assessment of the risk.
- (c) VAFA will pay the Directors & Officers Insurance premiums.

11. Directors' Identification

All Directors are required to verify their identity by obtaining a director identification number via the Australian Securities and Investments Commission (**ASIC**).

12. Company Secretary

- (a) The Company Secretary is accountable to the Board through the President on all governance matters.
- (b) All Directors have direct access to the Company Secretary.
- (c) The appointment and removal of the Company Secretary is a matter for decision by the Board as a whole. The position of Company Secretary can also be held by the CEO.

13. Board Secretary

- (a) Any Director may take on the functions of Board Secretary for any given Board meeting.
- (b) The Board Secretary shall:
 - (i) take the minutes of Board meetings (or arrange for a minute taker) and prepare a list of agenda items for Board meetings;
 - (ii) ensuring meetings are effectively conducted and minutes are circulated and acknowledged in a timely manner;
 - (iii) set the agenda for each Board meeting, in conjunction with the CEO and other Directors, and modelling it against the Strategic Plan to ensure appropriate structure and monitoring; and
 - (iv) ensure the agenda is tabled in a timely manner to allow Board members to receive any relevant information which would enable them to actively contribute to, and participate in, Board meetings effectively and efficiently.

14. Chief Executive Officer

14.1 Role of the Chief Executive Officer

The CEO is responsible for the overall day-to-day management and the performance of VAFA. The CEO manages VAFA in accordance with strategy, delegations, business plans and policies approved by the Board to achieve agreed goals and objectives included therein.

14.2 Board's Relationship with the CEO

The Board shall provide effective leadership by collaborating with, and assisting the CEO on:

- (a) articulating the VAFA's vision, strategies, and values;
- (b) developing strategic plans and identifying strategic priorities for VAFA;
- (c) adopting an annual budget for VAFA and monitoring its adherence on a regular basis;
- (d) developing and maintaining an appropriate organisational structure to support the achievement of agreed strategic priorities;
- (e) supporting and monitoring the CEO's performance against agreed key performance indicators and standards;
- (f) ensuring all significant systems and procedures exist for the efficient, effective, and lawful operation of VAFA;
- (g) monitoring and identifying any new policies to be ratified by the Board to support the operational responsibilities of the administration on an ongoing basis;
- (h) ensuring all significant risks to VAFA are considered and accounted for by the CEO and Management Team, and reported to the Board;
- (i) ensuring that VAFA has appropriate corporate governance structures in place;
- (j) ensuring that key VAFA governing documents are kept up-to-date;
- (k) signing off on the annual financial accounts.

15. Strategic Direction and Oversight

- (a) The Board reviews VAFA's long-term strategic plans and the major issues that it and the Management Team expects VAFA will face in the future.
- (b) The Board sets the broad parameters for the preparation of VAFA's Strategic Plan.

- (c) The Board only approves the Strategic Plan after conducting a rigorous review, including considered stakeholder input on major strategic initiatives. The review includes a thorough understanding of what is required to successfully execute the Strategic Plan.
- (d) The Board approves a performance management system that has key performance measures (budget and financial/non-financial KPI's) aligned with the Strategic Plan and ensures that the remuneration of VAFA management (including the CEO) is aligned with the achievement of strategic outcomes.

16. Board Meeting

Directors have adopted the following procedures:

- (a) there are a minimum of six (6) Board meetings per year, including one (1) meeting dedicated to strategy development and review;
- (b) Directors must attend a minimum of two (2) Board meetings in-person each year.
- (c) proper and timely notice of meetings is provided with an outline of proposed business (the agenda);
- (d) a Board meeting agenda (in accordance with Clause 18 of this charter) is to be provided by the Board Secretary (and prepared by the Board Secretary in conjunction with the President and CEO) at least five (4) days in advance of a Board meeting to allow all Directors time for review;
- (e) draft resolutions are only to be brought before the Board only after being passed by a relevant Committee for discussion;
- (f) once a resolution is deliberated on by the Board (passed or not), the resolution is to be recorded in a resolutions register;
- (g) an action list is presented to ensure all outstanding items are dealt with, including monitoring progress of past decisions;
- (h) all action items must be updated as per the action items register prior to the Board meeting;
- (i) matters for decision and discussion are addressed at the beginning of meetings;
- (j) the Board meets periodically without the CEO present to discuss sensitive and organisational operation issues;
- (k) a general business item is on the agenda so that Directors may add items for discussion or information;
- (l) minutes of each Board meeting are to be clear, accurate and have an appropriate level of detail; and
- (m) draft minutes of each Board meeting will be distributed to the Directors by the Board Secretary within five (5) days after the meeting for ratification by the Board at the subsequent Board meeting.

17. Board Meeting Attendance

- (a) Unless invited by the Board, only the CEO will attend Board meetings.
- (b) Advisors and other parties external to the Board are invited to attend Board meetings by the Board, as appropriate
- (c) The Board may request that a Director absent themselves for an 'in camera' Board session, generally on matters relating to a declared or perceived conflict of interest of that Director.

18. Board Meeting Agendas

The agendas for individual Board meetings should include (but not be restricted to):

- (a) an action list;
- (b) conflicts of interests regarding any agenda items for decision;
- (c) annual agenda items allocated to the meeting;
- (d) other strategic issues for discussion;
- (e) issues of litigation or non-compliance; and

- (f) items submitted for consideration and decision.

19. Directors' Code of Conduct

- (a) All Directors are expected to sign and comply with the Directors' Code of Conduct (Appendix 1) prior to assuming office.
- (b) The Directors' Code of Conduct may be amended by the Board from time to time, as agreed by a simple majority of the Board.
- (c) Any amendments to the Code of Conduct shall be reviewed, and if approved, then endorsed by the Board at the next Board meeting.

20. Policy and Procedures

The Board is responsible for:

- (a) the development, enforcement and review of delegations;
- (b) approving and monitoring compliance with all significant policies and procedures by which VAFA is operated;
- (c) approving and ratifying policies and procedures designed to ensure VAFA operates at all times within applicable laws and regulations and in accordance with VAFA's values and ethical standards; and
- (d) ensuring that all VAFA policies are filed on an organisation register, and reviewed in accordance with risk management standards.

21. Annual General Meeting

All Directors are expected to attend Annual General Meetings.

22. Board, President and Directors Performance Assessment

- (a) The Board shall review its own performance and that of the Committees annually.
- (b) The performance of the President shall be reviewed annually.
- (c) The performance of at least four (4) Directors shall be reviewed each year on a rotational basis so that each Director has their performance evaluated during each term. No Director shall be required to undergo a performance evaluation within the first 12 months of their election or appointment, unless otherwise agreed by the Board.

23. Succession Planning

- (a) The Board shall conduct succession planning by planning for, and managing, the turnover of Directors, which will enable the filling of positions created by departures from the Board while causing minimal disruption.
- (b) The Board shall conduct succession planning by systematically reviewing its structural requirements, skills matrix and planning succession around these requirements.
- (c) In recruiting new Board members, the Board will set and make reference to a set of desired skills, experience, and attributes to be recorded in a skills matrix. This matrix shall be reviewed annually by the Board.
- (d) When calling for nominations, or advertising for vacancies on the Board, a standard form of notice should be provided to allow prospective Board members to form a clear understanding of the responsibilities, commitments, criteria, and processes for election or appointment.

24. Non-Compliance with this Charter

- (a) Any Director who considers another Director has breached this charter should inform the President. The President is responsible for determining appropriate action including, where necessary, investigation of the concerns raised.

- (b) Where concerns raised relate to the President, concerns should be raised directly with the Vice-President.

25. Charter Review

The Board must review this charter annually to ensure it remains consistent with the Board's objectives and responsibilities under VAFA's constitution. This review must be completed within 90 days of the Annual General Meeting.

26. Publication of Charter

A copy of this charter must be made publicly available on the VAFA website and be open for discussion at the Annual General Meeting if necessary.

27. Charter Binding on All Directors

This charter is binding on all VAFA Directors. Any Director who fails or refuses to sign this charter shall not be eligible to act in any capacity as a Director, including attending Board Meetings. If any Director believes they are unable to meet any requirement of this Charter, then they are required to advise the Executive and/or the board.

I, _____, hereby acknowledge that I have read, understand agree to the terms of this Board Charter and will endeavour to abide by this charter at all times during my tenure as a Director of VAFA.

Name of Director: _____

Signature: _____

Date: _____

Appendix 1

VAFAs Directors' Code of Conduct

The VAFAs Directors' Code of Conduct endeavours to set down an authoritative series of clearly understood and observed rules concerning the conduct of VAFAs Directors. The Code is not intended to be exhaustive, nor derogate any obligations imposed by law. It is based on the Australian Institute of Company Directors published Code of Conduct.

This Code of Conduct sets the ethical and behavioural standards expected of all VAFAs Directors. All Directors of the VAFAs should comply with the following standards of conduct:

1. Directors must act honestly, in good faith and in the best interests of VAFAs as a whole.
2. Directors must use care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
3. Directors must use their powers for a proper purpose in the best interests of VAFAs (as a whole), and in accordance with VAFAs's constitution.
4. Directors must be familiar with VAFAs's constitution and their duties under the *Corporations Act 2001* (Cth).
5. Directors must attend a certain number of Board meetings (in person, where possible) and actively participate in such meetings. This includes voting on motions, recommending policy, and other relevant duties.
6. Directors must recognise that their primary responsibility is to act in the best interests of VAFAs as a whole, but may also (where lawful and appropriate) have regard to the interests of other stakeholders of VAFAs.
7. Directors must act in a financially responsible manner, applying due diligence to the scrutiny of financial reports, audit reports, and other financial materials that come before the Board.
8. Directors must not make improper use of information acquired as a member of the Board. Board deliberations are confidential, and dissemination of decisions and information must be via the President, CEO or as otherwise formally agreed.
9. Directors must not improperly disclose, or allow to be disclosed, any confidential information of VAFAs unless that disclosure has been authorized by the Board, or is required by law. Confidential information received by the Director during the exercise of directorial duties remains the property of VAFAs.
10. Directors must not take improper advantage of the position of member of the Board, nor should they purport to speak on behalf of the Board without the express permission of the Board.
11. Directors must be independent in their judgement and actions, and take all reasonable steps to be satisfied as to the soundness of all decisions made by the Board.
12. Directors must not engage in conduct likely to bring VAFAs into disrepute. This includes at both formal VAFAs meetings and events, and informally when undertaking activities as a representative of VAFAs.
13. Directors must effectively manage and disclose any actual or perceived conflict of interest with VAFAs.
14. Directors must always comply with the law and this Code of Conduct.
15. Directors must ensure that they demonstrate trust and respect through all of their interactions with other Directors, staff, colleagues, members, and key stakeholders.

Any alleged breach of the Code of Conduct, VAFAs's constitution and/or the *Corporations Act 2001* (Cth) as determined by the Board, ASIC, any relevant law enforcement agency or the Court, shall be recorded by the Board. One or more of the following processes may then be invoked:

- A. A Board motion requesting an investigation of the relevant Director's breach to be conducted by an appointed independent investigator;
- B. A Board motion calling for the relevant Director to appear before the Board to explain their reason for the breach.

Name of Director: _____

Signature: _____

President's Signature: _____

Date: _____

Appendix 2

VAFA Directors' Induction Program

It is expected that all new Directors will undergo an induction process. The induction will include relevant meetings and will also include providing the new Director with access to all relevant documents.

VAFA's Directors' Induction Program shall include:

1. the provision of an Information package, including:
 - (a) a copy of VAFA's Constitution;
 - (b) information about the organisation, including an organisational chart, contact details for fellow Directors and key staff and the resumes of fellow Board members and the Chief Executive Officer;
 - (c) a copy of this Board Charter;
 - (d) copies of any applicable by-laws, rules or policies;
 - (e) a copy of VAFA's strategic and business plan, including annual budgets;
 - (f) the minutes of the last three (3) Board meetings;
 - (g) the financial statements from the previous three (3) years;
 - (h) a summary and overview of VAFA's key stakeholders; and
 - (i) a Board calendar of scheduled Board meetings and other functions.
2. attendance at an in-depth individual meeting with the President and CEO to discuss the expectations, duties and responsibilities of being a Board member;
3. attendance at a briefing session which may include presentations on the business by the Chief Executive Officer and other VAFA Management Team members
4. the option of a follow-up meeting with the President to discuss any issues arising from the induction program.