

# VAFA Board Charter

## 1. Purpose of the Charter

The Board Charter sets out the role, composition and responsibilities of the Board of the VAFA (Victorian Amateur Football Association). The conduct of the Board is also governed by the VAFA Constitution (*available on request or via the VAFA website- NB: current Articles of Association & Constitution will be superseded across 2021*)

## 2. Purpose of the Board

The Board has a primary duty to protect the VAFA's core values and enhance the prosperity, financial sustainability and viability of the VAFA in general and all its facilities, stakeholders and member clubs.

The Board has two broad purposes – compliance and performance.

**Compliance** refers to ensuring the VAFA conforms with all legal requirements. This includes:

- Monitoring VAFA constitution
- Complying with Laws
- Complying with Director's responsibilities
- Monitoring insurance requirements
- Monitoring financials
- Overseeing compliance audits
- Approving Policies and ensuring effective monitor of compliance

**Performance** refers to assisting the organisation to perform to its best potential. This includes:

- Developing and approving VAFA strategy, monitoring its execution to ensure it is implemented as approved
- Being accountable for the overall performance of the organisation and speaking with one voice regarding Board decisions
- Overseeing the CEO
- Evaluating the Board performance ensuring adequate diversity across the Board, and appropriately manage Board and CEO succession
- Ensuring effective risk management strategy and monitoring processes exist and that Board members in their roles as Subcommittee Chair continuously monitor critical risk and report to the Board either immediately or at the next Board meeting
- Protecting the interests and reputations of all VAFA stakeholders

## 3. Role and responsibilities

The Board delegates to the CEO authority for the operations and administration of the organisation and VAFA competitions.

The function of the Board is to provide effective leadership and collaborate with the CEO in:

- Articulating the VAFA's vision, strategies and values
- Developing strategic plans and identifying strategic priorities for the organisation
- Developing and maintaining an appropriate organisational structure to support the achievement of agreed strategic priorities
- Monitoring CEO's performance against agreed indicators and standards
- Reviewing and agreeing action plans and budgets proposed by the CEO and management team, and monitoring outcomes
- Establishing committees, project teams, policies and procedures to facilitate more effective discharge of the Board's responsibilities
- Ensuring all significant systems and procedures exist for the efficient, effective and lawful running of the organisation

- Ensuring all significant risks are adequately considered and accounted for by the CEO and management team
- Ensuring the organisation has appropriate corporate governance structures in place

The Board has **no operational involvement** in the conduct of the organisations business activities and delivery of services, unless as part of a Sub-Committee function. General business should be conducted through the CEO or the Chair of the relevant Sub-Committee.

#### 4. Membership and Term

The VAFA Constitution (13.1(a)) provides for a maximum of 11 directors and a minimum of 5.

All Directors are non-executive, and independent and as such not paid by the organisation.

Directors must be free from any interest and any other business or other relationship which could, or could be perceived to, materially interfere with the director's ability to act in the best interests of the organisation. If a conflict occurs it is required to be noted in the minutes of the relevant meetings.

The term of an elected Board member is 3 years according to Section 14.3 of the VAFA constitution

#### 5. Board Culture

It is expected that Directors will:

- Take responsibility for contributing in a constructive, courteous and positive way to enhance good governance and the reputation of the VAFA
- Attend a minimum number of Board meetings as specified in the VAFA Constitution
- Make decisions fairly, impartially and promptly, considering all available information
- Treat colleagues with respect, courtesy, honesty and fairness, and have proper regard to their interests, rights, safety and welfare
- Not harass, bully or discriminate against colleagues, VAFA employees and members
- Contribute to a harmonious, safe and productive Board environment/culture through professional relationships
- Be accountable for official expenditure and adhere to financial procedures as approved by the Board
- Act in a financially responsible manner, applying due diligence to the scrutiny of financial reports, audit reports and other financial material that come before the Board
- Conduct themselves in a professional manner at both formal and informal VAFA meetings and events
- Serve our community and not our self-interest.
- Attend VAFA football games of various levels at various venues each year,
- Attend the majority of VAFA functions and key events throughout each year.

#### 6. Communication Guidelines

It is expected that directors will follow these guidelines when communicating with staff

- Directors will communicate with staff through the CEO and/or the relevant Subcommittee Chair
- Staff must be treated with respect, courtesy, honesty and fairness, and have proper regard to their interests, rights, safety and welfare
- Directors must contribute to a harmonious, safe and productive environment/culture through professional respectful relationships.

## 7. Reporting

It is expected that:

- Minutes of proceedings of all meetings are taken in conjunction with the expectations in the constitution
- Minutes should be organised/taken by the Governance sub-committee are not to be taken by the CEO
- Minutes of all Board meetings are to be circulated within 10 business days of the Board meeting and are to be ratified by the Directors at the subsequent Board meeting
- Resolutions are brought before the Board **only after** passing at the sub-committee level for discussion. Once deliberated on (passed or not) they are recorded in the Resolutions Register.

## 8. Review of Charter

The Board shall review this charter annually to ensure it remains consistent with the Boards objectives and responsibilities. This is to be completed at the first meeting following the AGM.

## 9. Publication of Charter

A copy of this charter is to be available on the VAFA website and open to discussion at the AGM when required.

# VAFA Directors Code of Conduct

The VAFA Directors' Code of Conduct, endeavours to set down an authoritative series of clearly understood and observed rules concerning the conduct of VAFA 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 Directors' Code of Conduct sets the ethical and behavioural standards expected of all Directors of the VAFA. Every member of the VAFA is expected to comply with this Code of Conduct (CoC) which will be amended by the Board from time to time as agreed by a majority of the Board. It shall be endorsed at the first Board meeting following each Annual General Meeting (AGM).

All directors of the VAFA should comply with the following standards of conduct:

1. Act honestly, in good faith and in the best interests of the VAFA - as a whole.
2. A director has a duty to use care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
3. Use the powers of office for a proper purpose, in the best interests of the VAFA (as a whole) and within the VAFA constitution. Directors are also expected to be familiar with the VAFA constitution.
4. Attend Board meetings and actively participate – this includes voting on motions, recommending policy and other duties as prescribed to be in the best interests of the VAFA.
5. Recognise that the primary responsibility is to the VAFA - as a whole, but may where appropriate, have regard for the interest of other stakeholders of the VAFA.
6. 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 nominated Director as formally agreed.
7. Not take improper advantage of the position of member of the Board, nor should they purport to be speaking on behalf of the Board without express permission from the Board itself.
8. Properly manage any conflict or known perception of conflict, with the interests of the VAFA.
9. Every director has an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.
10. Confidential information received by the director in the course of the exercise of directorial duties remains the property of the VAFA from which it was obtained, and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the Board, or as required by law.
11. Not engage in conduct likely to bring discredit upon the VAFA. This includes at both formal VAFA meetings and events and informally when undertaking activities as a representative of VAFA.
12. Always comply with the spirit and the letter, of the law and with the principles of this Code.
13. Directors are expected to support Board and Member decisions and individual directors and staff members in public

Any breach of the CoC and constitution (if the breach is substantial) shall be recorded by the Board and one or more of the following may be invoked:

- A Board motion requesting an investigation
- A Board motion calling for the subject member to appear before the Board for reprimand, caution or expulsion.

**Director Name** \_\_\_\_\_

**Signature** \_\_\_\_\_

**Date**