



Board Charter

Approved and Adopted by the Board

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1. Introduction

In carrying out its responsibilities and exercising its powers, the board at all times recognises its overriding responsibility to:

- ◇ Act honestly, fairly, diligently and in accordance with the law
- ◇ Pursue the objectives of Softball Victoria and use the resources of Softball Victoria economically, efficiently, effectively, with due propriety in accordance with statutory or other requirements that govern Associations in Victoria.

2. Role and responsibilities of the Board

The board is responsible to the members for the overall strategy, governance and performance of Softball Victoria. The role of the Board includes the following:

- Appoint and remove the Executive Officer and evaluate his or her performance at least annually
- With the input of management, set the strategic direction of Softball Victoria, monitor implementation of that strategy and review management's performance against the strategic goals set
- Oversee the development of annual operational plans and budgets and monitor performance against plans
- Provide advice to management or give direction or make decisions of an extraordinary or strategic nature when required
- Ensure appropriate financial management and governance policies and procedures (that comply with the legal requirements of the Associations Incorporation Act 1981 and any other applicable legislation) are established and maintained
- Ensuring clear financial authorisations are given to appropriate positions within Softball Victoria and ensure these authorisations are recorded and reviewed annually
- Monitor the integrity of and approve the annual financial statements
- Nominate the external auditor

3. Board membership

In accordance with paragraph 14 of the Constitution, the board will comprise seven elected directors and up to two appointed directors.

4. Board skills

The Board should collectively have a blend of skills knowledge and experience, preferably in the areas of:

- ◇ Operational or technical expertise relevant to the operation of a sports governing body
- ◇ Financial expertise
- ◇ Legal expertise
- ◇ Knowledge of government and regulatory requirements

5. Meetings

The Board must ensure that procedures are in place for the conduct of effective board meetings, including:

- ◇ Setting times and places for meetings and a meeting agenda

- ◇ Providing papers on agenda items to directors, where possible, five days prior to the relevant meeting
- ◇ Making of board decisions and voting procedures
- ◇ Keeping records of meetings.

6. Participation in Board meetings

Board members, in accordance with their individual legal obligations, should be encouraged to question, request any information, raise any issue and fully canvass all aspects of a matter before them and cast their vote according to their judgment.

Board members should support the letter and spirit of board decisions and keep confidential any board discussions, deliberations and decisions that have not been publicly disclosed.

7. Conflict of interest

The Board must ensure that processes are in place to deal with conflicts of interest in directors that apply to both financial and non-financial interests. That process must:

- ◇ Require directors to make a full disclosure of the conflict of interest at meetings of the board
- ◇ Require that disclosure to be recorded in the minutes of the board meeting
- ◇ Require the board to determine whether that conflict of interest is material
- ◇ Enable the board to:
 - require the director who has a conflict of interest in a matter to be absent from the meeting while the board is considering that matter or
 - prohibit the director from taking part in any decision of the board on that matter.

The Board must also ensure that there is a policy in place for directors that prevents directors from seeking or accepting, for themselves or others, gifts or benefits that could be reasonably perceived as influencing them.

8. Board Committees

The board may from time to time establish committees to assist it in carrying out its responsibilities, and adopts charters setting out matters relevant to the composition, responsibilities and administration of such committees, and other matters that the board may consider appropriate.

9. The Executive Officer

The executive officer has day to day management of Softball Victoria subject to oversight of the Board and must consult the Board with respect to the matters specifically reserved to it or decisions of a strategic nature. The executive officers duties are to:

- (a) Work with the Board to build an appropriate organisational culture
- (b) Be accountable for planning, coordinating and directing the operations of Softball Victoria to achieve strategic, financial and operating objectives as agreed with the board
- (c) Formulate and recommend business and financial strategies and plans to develop the organisation's business and to implement these plans to achieve agreed performance targets
- (d) Diligently and with care and skill perform the duties and exercise the powers:
 - consistent with the position of a executive officer of the organisation; and
 - assigned by the board.

In fulfilling his or her duties, the executive officer:

- (a) Reports directly to the board
- (b) Provides prompt and full information to the board regarding the conduct of the business of the organisation
- (c) Complies with reasonable directions given by the board and implements board approved strategy and policy.

10. Performance

The board will reflect on its performance and the conduct of meetings on a regular basis and will take steps to act upon agreed actions for improvement.

In addition, the board will undertake an annual performance evaluation that:

- ◇ Compares the performance of the board with the requirements of its charter
- ◇ Effects any improvements to the board charter deemed necessary or desirable
- ◇ Compares the performance of the board to agreed performance indicators
- ◇ May invite the views of senior management and stakeholders who deal with Softball Victoria

11. Access to information

Each Board member may be provided access to Board papers for seven years after his or her term expires.

12. Review of the Board Charter

This Charter will be reviewed to ensure it remains relevant and appropriate to the needs of Softball Victoria. At a minimum the Charter will be reviewed annually, with the next review due in July 2012.