



**FOOTBALL
VICTORIA**

Board Charter

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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 in serving the interests of the members of Football Federation Victoria Inc ('**FV**'), as well as its employees, customers, and the community. It works to promote and maintain an environment within the FV that establishes these principles as basic guidelines for all of its employees and representatives at all times.

2. PURPOSE AND ROLE

2.1. The Board is responsible for:

- (a) charting the direction, strategies and financial objectives of the FV and ensuring appropriate resources are available; and
- (b) approving the annual targets and financial statements; and
- (c) monitoring the implementation of those strategies and the achievement of those financial objectives; and
- (d) monitoring compliance with control and accountability systems, regulatory requirements and ethical standards; and
- (e) ensuring the preparation of accurate financial reports and statements; and
- (f) reporting to members on the performance and state of FV; and
- (g) reviewing on a regular and continuing basis:
 - (i) executive succession planning (in particular for the chief executive officer); and
 - (ii) executive development activities; and
- (h) approving FV's risk management strategy and frameworks, and monitoring their effectiveness; and
- (i) providing oversight and monitoring of Workplace, Health and Safety (WHS) issues in FV and considering appropriate WHS reports and information; and
- (j) maintaining an on-going dialogue with FV's external auditor and, where appropriate, principle regulator(s); and
- (k) overseeing the Board Finance, Risk & Audit Committee's evaluation of the auditor's performance and on-going independence; and
- (l) internal governance, including delegated authorities and monitoring resources available to senior executives.

2.2. In performing the responsibilities set out above:

- (a) the Board is required to work as a team and meet on a regular basis (and in any event, not less than six (6) times per year), and
- (b) the Board must act at all times in a manner designed to create and build sustainable value for stakeholders.

3. POWERS

In addition to matters expressly required by law to be approved by the Board, powers specifically reserved for the Board are as follows:

- 3.1. appointing and removing the chief executive officer and determining his or her terms and conditions of employment (including remuneration);
- 3.2. determining the corporate goals and objectives relevant to the remuneration of the CEO and evaluating the performance of the CEO in light of those objectives;
- 3.3. reviewing the succession plan for the CEO;
- 3.4. reviewing and ratifying each of the following:

- (a) systems of risk management and internal control and compliance, codes of conduct and legal compliance; and
 - (b) diversity policy implementation; and
 - (c) financial and other reporting; and
 - (d) major capital expenditure, capital management, and acquisitions and divestitures;
- 3.5. any matters in excess of discretions that, from time to time, it may have delegated to the chief executive officer and senior management (for instance, in relation to capital expenditure); and
- 3.6. approving each of the following, on the recommendation of the chief executive officer where appropriate:
- (a) the strategic plan, at least annually; and
 - (b) FV's annual targets and financial statements and monitoring financial performance against forecast and prior periods; and
 - (c) the appointment and, where appropriate, the removal of the FV secretary, and other senior executives reporting to the chief executive officer; and
 - (d) the remuneration and conditions of service, including financial incentives, for the chief financial officer, FV secretary, and other senior executives reporting to the chief executive officer; and
 - (e) significant changes to organisational structure and the appointment of such senior executives as the Board may determine; and
 - (f) the acquisition, establishment, disposal or cessation of any significant operations of the FV; and
 - (g) any public statements which reflect significant issues of the FV policy or strategy; and
 - (h) any changes to the discretions delegated from the Board.

4. BOARD SIZE AND COMPOSITION

- 4.1. The size of the Board is determined in accordance with FV's Constitution.
- 4.2. The Board may appoint up to 2 Directors and may fill any casual vacancy.
- 4.3. Collectively, the Board members should have a broad range of financial and other skills, experience and knowledge necessary to guide the operations of FV.
- 4.4. The Board will determine and regularly review the composition of the Board having regard to the optimum number and skill mix of Directors, subject to the limits imposed by FV's Constitution and the terms served by existing Directors.
- 4.5. Directors will be engaged through a letter of appointment.
- 4.6. The Board composition must meet the 40/40/20 Principle, which means a gender target of 40% men, 40% women and 20% either.

5. ROLE AND DELEGATION TO MANAGEMENT

- 5.1. The CEO is responsible for the development of strategic objectives for FV and the achievement of the planned results.
- 5.2. Management of FV's day to day operations is undertaken by the CEO, subject to specified delegations of authority approved by the Board.
- 5.3. Any matters or transactions outside the delegations of authority must be referred to the Board for approval.

6. MEETINGS

- 6.1. Board and committee papers are provided to Directors, where possible, 5 business days prior to the relevant meeting.

- 6.2. Agenda items will be requested at least 8 business days prior to the next meeting of Directors.
- 6.3. Draft minutes of meetings will be distributed to Directors within 5 business days after the relevant meeting.

7. BOARD COMMITTEES

- 7.1. The Board may from time to time establish committees to assist it in carrying out its responsibilities, and adopt charters setting out matters relevant to the composition, responsibilities and administration of such committees, and other matters that the Board may consider appropriate.
- 7.2. The Board will establish:
 - (a) a finance, risk and audit committee; and
 - (b) an historical committee; and
 - (c) a remuneration and nomination committee; and
 - (d) a regional committee.
- 7.3. The Board may establish ad hoc Board Committees from time to time to consider matters of special importance. The Board will determine the charters of ad hoc Board Committees, which will set out the roles and responsibilities of each Board Committee.
- 7.4. The Board Committees must meet the 40/40/20 Principle, which means a gender target of 40% men, 40% women and 20% either.

8. THE PRESIDENT

- 8.1. The members elect a Director to the office of President.
- 8.2. The President presides over meetings of the Board and general meetings of members and is responsible, in consultation with the FV secretary, for the conduct of all Board meetings. This includes being satisfied that the agendas are comprehensive, that all agenda items are appropriate and that recommendations fit within the broad strategic direction set by the Board. In conjunction with the FV Secretary, the President confirms that minutes of meetings accurately record decisions taken and, where appropriate, the views of individual Directors.
- 8.3. The President is responsible for leading and managing the Board in the discharge of its duties, overseeing Board succession planning, acting as a conduit between management and the Board and being the primary point of communication between the Board and CEO.
- 8.4. The President represents the Board to the shareholders and communicates the Board's position.
- 8.5. The President (or his or her delegate) is the sole media spokesperson on all matters relating to FV.

9. THE CHIEF EXECUTIVE OFFICER

- 9.1. The chief executive officer's duties are:
 - (a) to devote the whole of his or her time, attention and skill during normal business hours and at other times as reasonably necessary, to the duties of the office; and
 - (b) be accountable for planning, coordinating and directing the operations of FV to achieve strategic, financial and operating objectives as agreed with the Board; and
 - (c) to formulate and recommend business and financial strategies and plans to develop FV's objectives and to implement these plans to achieve agreed performance targets; and
 - (d) promote the interests of FV; and
 - (e) faithfully and diligently perform the duties and exercise the powers otherwise assigned by the Board.

- 9.2. In fulfilling his or her duties, the chief executive officer:
- (a) reports directly to the Board; and
 - (b) provides prompt and full information to the Board regarding the conduct of FV's operations; and
 - (c) complies with reasonable directions given by the Board.

10. THE FV SECRETARY

- 10.1. The FV secretary supports the effectiveness of the Board by:
- (a) monitoring that Board policy and procedures are followed; and
 - (b) coordinating the completion and despatch of Board agendas, briefing papers and minutes of meeting.
- 10.2. The FV secretary is responsible to the Board, through the President, on all governance matters.

11. SELF ASSESSMENT

- 11.1. The Board undertakes an annual performance evaluation of itself that:
- (a) compares the performance of the Board with the requirements of its charter; and
 - (b) effects any improvements to the Board charter deemed necessary or desirable.
- 11.2. The performance evaluation is conducted in such manner as the Board deems appropriate.

12. APPOINTMENT

Letters of Confirmation of appointment for each new appointment to the Board set out the key terms and conditions relative to the appointment.

13. TERM OF OFFICE

A Director's term of office is determined in accordance with FV's Constitution and the law.

14. ETHICAL STANDARDS

- 14.1. Board members are expected to observe the highest standards of ethical behavior and must comply with the Code of Conduct for Directors and all other FV Policies.
- 14.2. The Board supports and encourages policies within FV which require Directors and employees to observe high standards of personal integrity and display honesty in their dealings.

15. CONFLICTS OF INTEREST

- 15.1. Directors are expected to avoid any action, position or interest that conflicts with the interests of FV, or gives the appearance of a conflict.
- 15.2. A Director that has a personal interest in a matter that relates to the affairs of FV must give the other Directors notice of such interest and record it in the Conflict of Interest Register.

16. REVIEW OF CHARTERS

Board and Committee Charters will be reviewed annually or as required.

17. DIRECTOR EDUCATION

Directors are encouraged to continually update their skills and knowledge required to fulfil their role both on the Board and on Board Committees. FV will assist Directors with professional development and will facilitate the induction of new Directors.

18. ACCESS TO BOARD PAPERS

FV has entered, or will enter, into an agreement with each Director which gives them the right of access for a period of seven (7) years after their cessation of office to any Board papers made available to the Director during their tenure as a Director.