

**AINSLIE FOOTBALL CLUB
BOARD POLICY MANUAL**



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INTRODUCTION

This document provides:

- A policy framework for the Ainslie Football Club Incorporated (AFC) which facilitates the effective governance of the Association
- Leadership to the staff, teams and Ainslie football community regarding the culture and values which will guide the day to day operations of the Club and underpin their employment with the association; and
- Guidance for the Board and staff regarding their responsibilities.

The Board Policy Manual is the AFC's corporate governance policy that defines:

- Governance roles of the AFC; and
- Key Director roles and responsibilities.

It also provides guidance on:

- Improving Board processes;
- Board effectiveness; and
- Board behavioural dynamics.

Nothing in this Policy Manual must conflict with the Ainslie Football Club Incorporated Constitution. If such a conflict occurs, the Constitution prevails.

OBJECTS

As per section 1 of its Constitution the objects for which the AFC is established are:

- (a) to foster Australian Football; and
- (b) to regularly participate in a competition of Australian Football.

AFC is committed to being well governed and well managed. AFC is run for the benefit of its members, its players and the local community.

The Mission of the AFC is to deliver a positive and inclusive environment that develops success on and off the field.

AFC Values tradition, respect, inclusion, commitment and integrity and encourages the behaviours set out below in its operations.

Our Values	Our behaviours
TRADITION	<ul style="list-style-type: none">• A rich history to celebrate and a bright future to embrace• Recognising our past and acknowledging our alumni• We represent Our Jumper
RESPECT	<ul style="list-style-type: none">• For our club, partners, community and each other• Respecting those who have been before us• By supporting the big picture and understanding that we are just one part of a wider football and general community
INCLUSION	<ul style="list-style-type: none">• Where everyone is part of the club• Accepting and celebrating differences• Fostering an inclusive environment
COMMITMENT	<ul style="list-style-type: none">• To continuous development and improvement• To demonstrating a team/club first approach• To building trusted partnerships with our internal/external stakeholders

INTEGRITY	<ul style="list-style-type: none">• Being transparent and sharing credit and responsibility• Adhere to the highest standards of moral and ethical values and principles through our personal and professional behaviour and actions on and off the field• Creating a trusting environment where honest feedback is encouraged
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REVIEW OF CHARTER

The Board will review this Policy Manual regularly to ensure it remains consistent with the Board’s objectives, responsibilities, and relevant standards of corporate governance.

AFC BOARD POLICY – BOARD ROLES AND RESPONSIBILITIES

ROLE OF THE BOARD

The Board, (referred to in the Constitution as “the Committee”) has the role of managing AFC in accordance with its Constitution, the *Associations Incorporation Act 1991* (ACT), and other laws. It is responsible for, and has the authority to determine, all matters relating to the strategic direction, policies, practices, management, and financial oversight of AFC. It is required to do all things that may be necessary to be done in order to carry out the objectives of AFC.

KEY FUNCTIONS AND RESPONSIBILITIES

The principal functions and responsibilities of the Board include the following:

LEADERSHIP

- Provide leadership to AFC by:
 - Guiding the development of an appropriate culture and values for AFC through the establishment and review of codes of conduct, policies, rules and procedures to enforce ethical behaviour and provide guidance on appropriate work methods; and
 - Always acting in a manner consistent with AFC’s culture and code of conduct- as set out in this Board Charter.

STRATEGY

- Overseeing the development and implementation of corporate strategy and performance objectives:
 - Ensure that an appropriate strategic direction and goals are identified and in place;
 - Regularly reviewing and updating AFC’s strategic direction and goals;
 - Monitoring the delivery of the strategic objectives and reviewing this regularly; and
 - Reviewing the progress and performance of AFC in meeting these plans and objectives, including reporting the outcome of such reviews on at least an annual basis.

FINANCIAL

- Overseeing the financial operations and management of the AFC
 - Overseeing the development and approval of financial management plans, that include revenue, expenditure and cash flow budgets;
 - Approving an annual budget and establishing the reporting requirements against the approved budget;
 - Ensuring that appropriate financial records are maintained;
 - Ensuring expenditure is accountable and is in accordance with the Association’s objects;
 - Communicating with the Ainslie Football and Social Club Ltd on the financial position of the Association; and
 - Reviewing, ratifying and monitoring systems of risk management and internal control, and legal compliance.

MEMBER RELATIONS

- Ensuring corporate accountability to members primarily through adopting an effective communication policy, encouraging effective participation at general meetings and at other times in accordance with the communications strategy approved by the Board.

EMPLOYMENT

- Being responsible for AFC's senior management and personnel including:
 - Establish and keep under review the broad employment policies for the AFC;
 - Appoint, determine the terms and conditions of appointment for, and remove the General Manager (GM); and
 - Ensure adequate supervisions and support for the GM and monitor the GM's performance and implementation of strategy.
 - Annually determine the remuneration of the GM as set out in any contractual agreement;
 - Ensuring that an appropriate succession plan for the GM is in place; and
 - Ensuring appropriate human resource systems (including WHS systems) are in place to ensure the well-being and effective contribution of all employees.

ACCOUNTABLE DECISION MAKING

The Board should delegate appropriate powers to the GM, management, and Board Sub-Committees to ensure effective day-to-day management of the business and monitoring of the exercise of these powers. The Board makes all decisions outside the scope of these delegated powers.

The detail of some Board functions is handled through Board Sub-Committees. However, the Board as a whole is responsible for determining the extent of powers residing in each Sub-Committee and is ultimately responsible for accepting, modifying, or rejecting Sub-Committee recommendations.

AFC BOARD POLICY – BOARD CODE OF CONDUCT

INTRODUCTION

In formulating a Directors' Code of Conduct to govern relationships between the Board and management, between a Director and the Board and amongst individual Board members, it must be emphasised that although each Director derives his or her position from a popular democratic election, once the office of Director is conferred, the Director becomes bound by the overriding fiduciary duty to act in good faith in the pursuit of the best interests of the Club as a whole.

In the discharge of the duties, Directors necessarily operate within the framework of a collective Board. In order to enable the Board to operate effectively in the single-minded pursuit of the best interests of the Club as a whole, there needs to be clearly understood and observed rules governing the conduct of individual Directors. Directors are bound by the principles of transparency.

DIRECTOR'S CODE OF CONDUCT

In accordance with legal requirements and agreed ethical standards, AFC Directors must comply with this Code of Conduct, as amended by the Board from time to time. Each Director:

- Must act honestly, in good faith and in the best interests of the AFC;
- Must act with the appropriate level of skill, care and diligence in fulfilling the functions of the office of Director;
- Owes a fiduciary duty to the AFC as a whole;
- Must use the powers of the office for a proper purpose;
- Must demonstrate commercial reasonableness in their decisions;
- Must not make improper use of information gained through their position as a Director;
- Must not take improper advantage of the position of Director;
- Must be independent in judgement and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board;
- Must not allow personal interest, or the interest of any associated person, to conflict with the interests of the AFC;
- Must make reasonable enquiries to ensure that the AFC is operating efficiently, effectively and legally towards achieving its goals;
- Undertake diligent analysis of all proposals placed before the Board;
- Do not engage in conduct likely to bring discredit upon the AFC; and
- Give of their specific expertise generously to the AFC; and comply with the spirit, as well as the letter of the law and with the principles of the Board Charter.

CONFLICT OF INTEREST

Directors must:

- Disclose to the Board actual or potential conflicts of interest which may exist or might reasonably be thought to exist between the interest of the Director and the interest of any other parties in carrying out the activities of the AFC;
- Disclose to the Board any direct or indirect pecuniary interest in a contract or proposed contract to which the association is or may be a party, the Director member must— (a) as soon as the interest becomes apparent to the member, disclose the nature and extent of the interest to the Board; and (b) disclose the nature and extent of the interest at the next general meeting of the association; and
- At the request of the Board, take such steps as are necessary and reasonable to remove any conflict of interest.

If the Director cannot or is unwilling to remove a conflict of interest as required, then the Director must excuse himself or herself from the room when discussing matters to which the conflict relates. This entry and exit are minuted.

However, where the Board passes a resolution that identifies the Director, the nature and extent of the Director's interest and clearly states that the remaining Board members are satisfied that the interest should not disqualify the Director, then that Director can take part in discussions and voting involving the conflicting interest.

CONFIDENTIALITY

Directors are reminded that they are required to act with due care and diligence in respect of AFC matters. Directors must ensure that confidential information received by the Director in the course of the exercise of their directorial duties remains the property of the company or organisation from which it was obtained and the Director acknowledges that it would be improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the owner of the confidential information or is required to be disclosed by law.

Directors should exercise discretion and respect the 'in-confidence' nature of discussions at Board meetings when discussing AFC matters with other than fellow Directors and the GM.

Some examples of issues which should be treated as 'in-confidence' are:

- Commercial information – relating to reports on performance of the organisation;
- Key Board strategy;
- Proposed policy positions, developments or any major works, not yet publicly announced by the Board;
- Consideration of revenue streams, budgets and capital expenditure; and
- Remuneration of staff.

PROTOCOL FOR INTERACTION WITH INTERNAL AND EXTERNAL PARTIES

The GM has primary responsibility for handling all media communications. This includes initiating and managing an effective communications plan for the organisation as well as responding to media enquiries. The GM may involve members of the Board from time to time.

There will be times when Directors will be approached by individuals or groups to comment on behalf of the Board or AFC. For example, a member of the community or media representative may contact a Director to comment on a proposal put to the Board that has not yet been decided on.

When such situations occur, the Director(s) must comply with the following:

- Refer the person to the GM or President as appropriate for comment;
- Refrain from disclosing any information, documents or other forms of data to the person without the prior consent of the GM or President; and
- Report the person who contacted the Director, the reason for the contact and a summary of any other relevant information as soon as possible to the GM or President.

ROLE OF OFFICE HOLDERS

ROLE OF THE PRESIDENT (CHAIR)

The President's role is a key one within the AFC. The President is considered the "lead" Director and utilises experience, skills and leadership abilities to facilitate governance.

ELECTION OF THE PRESIDENT

In accordance with Rule 11.2(a) of the Constitution, the position of President is elected by the Board at the first meeting of the Board following the AGM.

The President will be elected for a term of one year. At the end of the one-year term the sitting President may seek re-election or subsequent terms of one-year duration as per Rule 11.3 of the constitution.

There are two main aspects to the President's role. They are the President's role within the Boardroom and the President's role outside the Boardroom.

INSIDE THE BOARDROOM

Inside the Boardroom, the role of the President is to:

- Establish the agenda for Board meetings in consultation with the GM;
- Chair Board meetings. In accordance with Clause 17.7(a) of the Constitution, the President, or in the absence of the President, the Senior Vice-President, and in that person's absence, the Vice-President shall Chair the meeting. If the President, Senior Vice-President or Vice-President are all absent, clause 17.7 (b) of the Constitution determines the Board may elect a Board member to chair the meeting;
- Be clear on what the Board has to achieve, both in the long and short term;
- Provide guidance to other Board members about what is expected of them;
- Ensure that Board meetings are effective in that:
 - The right matters are considered during the meeting e.g. strategic and important issues;
 - Matters are considered carefully and thoroughly;
 - All Directors are given the opportunity to effectively contribute; and
 - The Board comes to clear decisions and resolutions are noted;
- Brief all Directors in relation to issues arising at Board meetings;
- Ensure that the decisions of the Board are implemented properly;
- Ensure that the Board behaves in accordance with the code of conduct; and
- Undertake an annual process of Board evaluation.

OUTSIDE THE BOARDROOM

Outside the Boardroom, the role of the President is to:

- In conjunction with the GM, undertake appropriate public relations activities;
- Be the spokesperson for the AFC at the AGM and in the reporting of performance;
- Be the major point of contact between the Board and the GM;
- lead formal engagement between the AFC and the AFSC to understand what/where the AFSC is doing/heading
- Be kept fully informed of current events by the GM on all matters which may be of interest to Directors;
- Regularly review with the GM and such other senior officers as the GM recommends, progress on Strategic Plan implementation and important initiatives and significant issues facing the AFC;
- Provide mentoring to the GM; and

- Initiate and oversee the annual GM evaluation process
- Raise any performance or Code of Conduct issues with Directors.

CONFLICT OF INTEREST

As with all Directors, the President is not entitled to vote or participate in the deliberations on any matter in which he or she has a personal interest unless there is compliance with the conflict of interest provisions outlined above.

ROLE OF THE PUBLIC OFFICER

The Public Officer is charged with facilitating the AFC's corporate governance processes and so holds primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively. The Public Officer is accountable to the Board, through the President, on all governance matters and reports directly to the President.

The Public Officer is appointed and dismissed by the Board. The GM is the AFC Public Officer as well as, where no Secretary or Treasurer is appointed by the Board, the role of Secretary and/or Treasurer in accordance with Sections 13 and 14 respectively of the constitution.

SPECIFIC TASKS OF THE PUBLIC OFFICER

The tasks of the Public Officer can be categorised into meetings and minutes, compliance and governance administration.

Where a Secretary has been appointed by the Board under Clause 13.1 of the Constitution, the Secretary will:

- undertake the tasks listed below under Meetings and Minutes; and
- work with the Governance Committee on compliance and governance administration.

MEETINGS AND MINUTES

In relation to meetings and minutes, the Public Officer, or where a Secretary has been appointed under Clause 13.1 of the Constitution, the Secretary is responsible for:

- Notifying the Directors in writing in advance of a meeting of the Board as specified in the Constitution;
- Ensuring the agenda and Board papers are prepared and forwarded to Directors prior to the Board meeting as set out in this Charter and any associated policies;
- Recording, maintaining and distributing the Minutes of all Board and Board Sub-Committee meetings as required;
- Maintaining a complete set of Board papers at the AFC's registered office;
- Giving notice to Members of all general meetings, and preparing for and attending all annual and extraordinary general meetings of the AFC; and
- Recording, maintaining, and distributing the minutes of all general meetings of the AFC; and
- Keeping a Register of Members.

COMPLIANCE

With respect to compliance, the Public Officer is responsible for:

- Overseeing the AFC's compliance program and ensuring all AFC legislative obligations are met;
- Development, implementation, communication and maintenance of compliance policies, processes and procedures;
- Providing counsel on corporate governance principles and Director liability.

GOVERNANCE ADMINISTRATION

The Public Officer is responsible for the following governance administration tasks:

- Maintaining, updating, and ensuring that all Directors have an up-to-date copy of the Board Charter and associated governance documentation;
- Maintaining AFC policies as approved by the Board; and
- Any other service the President or Board may require.

THE BOARD AND THE GENERAL MANAGER

APPOINTMENT AND RELATIONSHIP WITH GM

The Board is responsible for planning the succession of, appointing, remunerating, advising, monitoring, evaluating, and, if necessary, dismissing, the GM.

ROLE OF THE GENERAL MANAGER

The Board appoints the GM who then holds office until resignation, retirement or according to the terms of his/her contract.

The GM is responsible for the attainment of the AFC's goals in accordance with the strategies, policies, programs and the Board approved performance requirement. The GM reports directly to the Board.

The GM's performance is assessed annually in light of the achievement of goals, targets and other key performance indicators as determined by the Board.

The Board is to maintain a succession plan for the GM.

The GM's responsibilities include:

- Delivering the strategic plan, in collaboration with the relevant Sub-Committees;
- AFC delivery of operations;
- AFC spokesperson;
- Succession planning/mentoring in cooperation with the Board; and
- Provide leadership for the management team and on behalf of the Ainslie Football Club.

All matters not specifically reserved for the Board and necessary for the day-to-day management of the AFC are delegated to Management in accordance with the Delegation of Authority Policy.

The GM is formally delegated by the Board to authorise all expenditures as set out in the approved budget, whilst acting in the best interest of the Club as a whole in considering financial and operational implications.

The GM is responsible for the appointment of staff and ensuring appropriate succession plans are in place for direct reports.

GM SUCCESSION PLANNING AND APPOINTMENT PROCESS

The Board recognises that one of its major risks is the loss of key personnel, particularly the GM.

To this end, the Board has developed a succession plan for the GM. The succession plan contains basic details for the recruitment of a new GM, including a schedule detailing roles and responsibilities related to GM recruitment, advertising, selection and decision-making processes, and coverage of the GM role in the absence (short or long term) of the GM. This plan covers both planned and unplanned departures.

The succession plan is reviewed and updated annually.

GM REMUNERATION

The Board's aim in remunerating the GM is to provide base pay plus performance-linked rewards (if considered appropriate) and other benefits that will attract and retain the GM and align their financial interests with those of members.

The GM Remuneration Policy sets out the Board's philosophy with respect to executive remuneration, the structure of executive remuneration package and the means by which remuneration is set. This policy is developed and reviewed by the Executive of the Board and is shared with the Board annually.

GM MENTORING ROLE

It is recognised that a key duty of Directors is to provide a sounding board for the GM and acting as a mentor to the GM. Recognising that the GM-Board relationship is critical to effective corporate governance, Directors are to provide frank and honest advice to the GM. It is expected that the President will play a key part in this role and will maintain regular contact with the GM.

GM MONITORING AND ASSESSMENT

The Board undertakes regular performance monitoring of the GM. This culminates in a formal annual assessment of the GM.

GM assessment is undertaken by the full Board according to the process developed by the Executive of the Board and approved by the Board on an annual basis.

BOARD STRUCTURE AND COMPOSITION

TERM AND NUMBER OF DIRECTORS

The Board shall consist of the President, the Senior Vice-President, the Vice-President and not more than seven (7) other Directors. All Directors must be Ordinary Members elected pursuant to Section 12 (Election of Directors) of the Ainslie Football Club Incorporated Constitution (the Constitution) or appointed in accordance with rule 11.4.

The Office Bearers will be elected by the Board at the first meeting of the Board following the AGM as per Rule 11.2 of the Constitution.

Subject to the Rules, each Director, including a Director appointed under Rule 11.4, shall hold office until conclusion of the Annual General Meeting following the date of the Director's election (or appointment) but is eligible for re-election (or election). Directors are expected to remain on the Board for the term of their appointment.

APPOINTMENT AND ELECTION

Candidates for appointment or election to the Board must be ordinary members of AFC. Nomination requirements and the appointment of Directors are set out in Section 12 of the Constitution.

Upon appointment, Directors are provided with formal letters setting out the key terms and conditions of their appointment.

SKILLS REQUIRED ON THE BOARD

The Board takes into account the range of qualifications, skills, experience, and diversity of gender, age, experience, relationships and background that allows for the identification of particular competencies and

perspectives that best increase the Board's effectiveness, and should endeavour to establish and maintain a skills matrix.

The Board should seek assurance from candidates that they would not be disqualified from appointment due to any of the issues specified in s.63(1) and 63(2) of the Act.

REMUNERATION

Directors act in a voluntary capacity and therefore are not remunerated. Board members may seek reimbursement for all reasonable travel and other expenses incurred in connection with AFC official business.

VACATION OF OFFICE

If it is necessary for a Director to vacate the office prior to the expiration of his or her term, the Board may appoint an Ordinary Member to fill that vacancy, as set out at 11.4 of the Constitution.

BOARD SUB-COMMITTEES

The Directors may from time to time appoint such Sub-Committees as they think fit as per section 18 of the constitution.

Each Sub-Committee should develop has its own:

- Purpose – terms of reference;
- Powers delegated to it by the Board;
- Resources required to complete its duties; and
- Reporting requirements.

The Board has ultimate responsibility for actions recommended by a Sub-Committee.

GENERAL ROLES

A Director has specific legal duties.

Primarily, they have stemmed from statutory obligations imposed by the *Associations Incorporation Act 1991* (ACT), the Corporations Act (Cth) (where applicable) and other ACT legislation. Other duties have arisen from precedents developed in case law.

Directors of the AFC generally have an extensive number of both express and implied powers to enable them to manage the affairs of the Club. To balance such wide powers for management of the Club, Common Law and the *Associations Incorporation Act 1991* impose a large number of duties on Directors of any Incorporation Association, for the protection of members and creditors of the Club itself.

AFC Directors collectively have ultimate responsibility for the overall successful operations of AFC. In line with other associations, their duties relate to:

- The strategic direction of AFC;
- Financial operations and solvency;
- All matters as prescribed by law including, but not limited to, safety and the environment; and
- All major policy issues including, but not limited to, industrial relations and quality assurance.

A Director must act in the best interest of the Ainslie Football Club Incorporated.

Directors have no specific authority on their own, and so exercise their duties collectively through the Board process. In a practical sense, this means Directors do not have the individual authority to request or direct staff or the GM. Such requests and directions must be made collectively through the Board.

EXPECTATIONS OF DIRECTORS

A Director must in good faith behave in a manner that is consistent with generally accepted procedures for the conduct of Board meetings. This includes, but is not limited to:

- Acting in a business-like manner;
- Acting in accordance with the Constitution;
- Addressing issues in a confident and firm, yet friendly manner;
- Using judgement, common sense and tact when discussing issues;
- Avoiding side conversations, ensuring that all comments are addressed to the full Board through the Chair;
- Ensuring that others are given a reasonable opportunity to put forward their view (i.e. refraining from interruption or interjection when another Director or person is speaking); and
- Being particularly sensitive in interpreting any request or indication from the chair that aims to ensure the orderly and good-spirited conduct of the meeting.

Directors are expected to be forthright in Board meetings and have a duty to question, request information, raise any issue, fully canvass all aspects of any issue confronting the AFC, and cast their vote on any resolution according to their own decision.

Outside the Boardroom, however, Directors must support the letter and spirit of Board decisions in discussions with suppliers, members, staff, and other parties.

Directors must comply with the Board Code of Conduct at Attachment A.

TIME COMMITMENT

Directors are expected to allocate:

- One evening per month for Board meetings;
- One evening per month for finance meetings (executive and finance Sub-Committee members);
- One day per year for annual strategic planning;
- Appropriate time for updating the Board on Strategic Plan pillars for which they are responsible; and
- One morning per year for the Annual General Meeting (AGM).

Directors are also asked to allocate time as needed for:

- Preparation for all meetings
- Sub-Committee meetings; and
- Other occasional business or events.

In view of the statutory responsibilities upon Directors, they should endeavour to attend all Board meetings.

Directors must indicate to the chair any potential conflict of interest situation as soon as it arises. The Board agenda will provide an opportunity at the start of each meeting for Directors to declare any potential conflicts that exist in the agenda.

KEY BOARD FUNCTIONS

STRATEGY FORMULATION

The Board is involved in the development and approval of the corporate and business strategies of the AFC.

Each year, the GM presents to the Board a paper for approval setting out the proposed process of strategy development for the year, including:

- The types of plans to be developed;
- The time horizons of these plans;
- Who will be involved in the development of plans;

- The Board’s role in the process; and
- How the planning process will be related to the budgeting process.

The Board must ensure that sufficient attention and time is devoted to strategic matters at each Board meeting.

Progress on the implementation of the strategic plan comprises part of the GM ’s Board report.

It is expected that all papers requiring significant resource decisions will address how the decision is related to the strategy.

MONITORING

A fundamental function of the Board is to monitor the performance and compliance of the organisation. With this general principle in mind, the Board is charged with approving and monitoring relevant financial and non-financial key performance indicators (KPIs) to be reported by the GM. These KPIs, where possible, are benchmarked for industry comparison of the AFC’s performance.

The GM has the responsibility to provide Directors with the following :

- Monthly Financial Reports and Balance Sheets showing income and expenditure against approved budgets and Risk Management Reports.
- Monthly reports on operations, government/regulatory management, corporate and community sponsorships/partnerships.
- And other information to enable Directors to properly discharge their responsibilities.

These reports give an overall picture of AFCs financial position, trends in memberships, procedural issues, and services provided for the well-being of members.

The GM elaborates on the reports at relevant Sub-Committee or Board meetings or during a one to one discussion with a Director, if requested by a Director.

AUDIT PROCESS

The Board has a process for review and authorisation to ensure the truthful and factual representation of AFC’s financial position.

This process includes:

- External audit;
- Internal audit; and
- Review of AFC’s annual financial statements by the Board.

EXTERNAL AUDITOR

The Board is responsible for the appointment of a qualified external auditor, with appropriate skills, knowledge, and experience in line with Rule 27.2(d).

Annually the Board should review the appointment of the external auditor, their independence, the audit fee, and any questions of resignation or dismissal.

RISK MANAGEMENT

Risk management is the process of defining and analysing risks, and then deciding on the appropriate course of action in order to minimise those risks, while still achieving AFC’s strategic direction. Effective risk management also enables AFC to take advantage of opportunities as they arise.

POLICY FRAMEWORK

A key role of the Board is to set boundaries, or policies, in which the organisation must operate. Key policies include the Code of Conduct, Conflict of Interest, and Delegations of Authority.

DELEGATIONS OF AUTHORITY

AFC's Board has reserved all powers for itself. Delegated authorities to the GM are set out in the Delegation of Authority Policy. Where a delegation is not specified in the Delegation of Authority policy, the Board retains the authority and approval to act must be sought from the Board.

DIRECTORS' AUTHORITIES AND DELEGATIONS

The powers to direct and manage AFC lie with the full Board. Consequently, individual Directors have no individual authority to participate in the day-to-day management of AFC, including making any representations or agreements with member organisations, suppliers, customers, employees or other parties or organisations.

The only exception to this principle occurs where:

- the Board through resolution explicitly delegates an authority to the Director individually. Any such delegations must be recorded in AFC's minutes, or
- where the GM has asked a Director to assist with operational matters and the President has agreed.

The full Board in delegating a power is still responsible for the exercise of the power by the delegate, as if the Directors themselves had exercised the power. The Board meets this responsibility provided the Directors believe on reasonable grounds that the delegate will exercise the power in conformity with the requirements of AFC and the law. Further, the Directors must be satisfied that, after having made proper inquiry, the delegate is reliable and competent in relation to the power delegated.

Similarly, Sub-Committees and their members require specific delegations from the Board as a whole.

STAKEHOLDER COMMUNICATION

AFC encourages effective communication with members and their effective participation at general meetings.

GIFTS AND ENTERTAINMENT

While AFC recognises the need from time to time to give or accept normal business courtesies in accordance with ethical business practices, Directors must not ask for such courtesies and must not accept gifts, services, benefits or entertainment that might influence, or appear to influence, the Director's conduct in representing AFC. All gifts, services, benefits, or entertainment must be declared to the GM and formally recorded in the gift register .

DECISION MAKING

Good decision-making is essential to Board effectiveness. As such, the following principles apply to Board decision-making:

1. Decision making must be informed:
 - Information provided to the Board is accurate, balanced and presented as an efficient guide for decision making;
 - Information must be provided to the Board in a timely manner to permit informed judgement; and
 - The Board seeks the relevant expert advice to ensure decision making is enhanced and that all statutory and legal obligations are met.

2. The Board discusses issues deliberately:
 - Board discussions are systematic, objective and open;
 - Directors consider the information in context and give the time necessary to avoid forcing decisions prematurely;
 - Directors put aside personal differences and hidden agenda and consider the merits of a particular situation or issue without prejudice; and
 - Directors are honest and forthright in their exchange of viewpoints.
3. The Board considers alternative courses of action by:
 - Discussing different points of view and hearing from all sides; and
 - Assessing the positive and negative consequences of proposals.
4. The Board works towards consensus:
 - Directors try to find areas of commonality, tolerate differences and recognise the need for compromise in reaching agreement.
5. Major strategic and/or expenditure decisions, where possible, are discussed over a number of Board meetings to enable:
 - The Board to be part of the process of thinking about the decision;
 - The Board to indicate to management the options it wants evaluated;
 - The Board to specify what information it requires; and
 - The Board to be able to seek independent and expert advice in advance of the decision.

IMPROVING BOARD PROCESSES

BOARD MEETINGS

The Board meetings and agenda are fundamental governance processes.

The Board meeting is critical, as it is the main opportunity for Directors to:

- Obtain and exchange information with the senior management;
- Obtain and exchange information with each other; and
- Make decisions.

MEETING FREQUENCY

As per section 17.1 of the Constitution, the Board will determine the frequency of meetings. Meetings for the year will be set at the first meeting of the Board after the AGM and will be no more than 8 weeks apart.

Section 17 of the constitution sets out the guidelines for Board meetings.

MEETING TIME

Unless otherwise agreed, the board meeting will start at 6:00pm.

All Directors are required to attend.

EMERGENCY DECISION MAKING – CIRCULATING RESOLUTIONS

At the absolute discretion of the Board, any urgent decision that cannot wait until the next Board meeting is to be dealt with by circulating resolution in accordance with Rule 19.3

All Directors are sent an identical document containing the proposed resolution; the majority of Directors approving the action must sign circulating resolutions.

The collated copies of signed resolutions are the record of the decision until the next Board meeting. At the Board meeting immediately following the circulating resolution, the decision is ratified and entered in the Minutes.

For clarity, this action may be performed electronically.

QUORUM

As per the constitution, Rule 17.4 a quorum of Directors is six.

VOTING AT MEETINGS

A majority of votes by Directors present and entitled to vote decides questions arising at Board meetings. Each Director has one vote on every occasion. A Director may not appoint a proxy to attend any meeting in their place.

The President or alternative chair may exercise a casting vote in the event of an equality of votes in line with Rule 19.2.

AGENDA ITEMS

The Agenda for Board and Subcommittee meetings follow general pre-determined formats. Any Director wishing to raise a matter of substance or present a paper to a meeting, which would not be classified as general business, may arrange with the President for the item to be included on the Agenda.

ATTENDANCE AT MEETINGS – NON-MEMBERS OF COMMITTEES

Any Director may attend any Subcommittee meeting. However, they may only vote if they are a member of the Sub-Committee which is meeting although the Director may actively participate in discussions. As a matter of protocol, a Director who is not appointed to a Subcommittee and wishes to attend should inform the Chairman of the Committee in advance of the meeting. The delegation by the Board to sub-committee is detailed under section 18 of the constitution.

DISTRIBUTION OF PAPERS

It is Board policy that every Director receives Agendum, Minutes and papers for every meeting of the Board and its Committees. This distribution keeps Directors informed on all issues and provides them with documentation should they wish to attend any meeting on any particular issue of interest to them.

DESTRUCTION OF PAPERS

Board and Committee Agenda, Minutes and supporting papers must be disposed of appropriately. The GM will collect any papers at the conclusion of a meeting and will appropriately dispose of them.

MEETING CYCLE

To assist the smooth running of Board process, AFC Board members should receive the agendum and Board papers three days in advance to review and save valuable time at meetings by being prepared for discussions and allowing them to seek clarification or further information in advance on any items that are unclear or confusing.

With the agreement of the Board, reports circulated in advance of the meeting will be taken as read, unless comments or questions have been raised prior to the meeting.

CONDUCT OF MEETINGS

The President determines the degree of formality required at each meeting while maintaining the decorum of such meetings.

As such, the President must:

- Ensure that all members are heard;
- Retain sufficient control to ensure that the authority of the chair is recognised – this may require a degree of formality to be introduced when it is required to make progress;
- Take care that the decisions are properly understood and well recorded; and
- Ensure that the decisions and debate are completed with a formal resolution recording the conclusions reached.

BOARD MEETINGS AND BEHAVIOUR

THE BOARD MEETING AGENDA

A formal agenda is an important part of the Board meeting because it shapes the information flow and subsequent discussion. An agenda is prepared for each Board meeting.

MATTERS ARISING FROM THE MINUTES

This item normally covers any point from the previous Minutes about which any attendee requires further information or a progress report, and which is not raised in the main body of the meeting.

The GM keeps a register of outstanding items arising from previous Board meetings that is taken at each meeting.

MATTERS FOR DECISION

Matters for decision are any items requiring Board approval that are not delegated to the GM. Major strategic decisions are likely to affect the long-term direction of the AFC and therefore have risk, legal, compliance, and financial implications for the organisation.

As such, for any major strategic decision, there must be a full Board paper containing at minimum:

- A draft resolution the Board is asked to pass;
- How the proposal is linked to the current strategic plan and any strategic implications;
- Discussion on the financial implications;
- A risk analysis noting any major risks associated with the proposal and how these risks will be managed;
- Discussion of the legal and compliance implications stemming from the proposal; and
- Identification of those with overall responsibility for the proposal and those who will deal with the matter on a day-to-day basis if the proposal is approved.

MATTERS FOR DISCUSSION

Matters for discussion can include the GM 's report, Subcommittee reports, and other matters for discussion.

GM 'S REPORT

The GM 's report is a key component of the Board meeting. It is through this report that Directors are kept informed of the AFC's operations and activities. It also serves as major documentary evidence of the extent to which Directors have asked to be kept informed and have been kept informed of the club's activities.

FINANCE REPORT

It addresses the financial performance of the organisation including:

- Overall financial performance including at a minimum:
 - Balance sheet to end of the previous month;
 - Statutory profit and loss to end of the previous month;
 - Where applicable, Finance facilities and cash flow forecasts;
 - Comments on any significant variation from budget.
- It also addresses any resourcing/administrative items and corporate/ partnership updates.

MATTERS FOR NOTING

The President normally introduces 'information only' submissions and begins discussions by asking Board members if they have any questions.

Included under matters for noting is major correspondence, which comprises any correspondence, received by the President or GM about which Directors should be aware.

MEETING CLOSE

After confirming the time and date of the next meeting, the President formally declares the meeting finished.

BOARD MINUTES

Minutes contain a brief reference to relevant Board papers tabled plus the official resolution adopted by Directors.

All decisions are recorded in the Minutes by means of a formal resolution.

In keeping with good practice, the Minutes:

- Are a concise summary of the matters discussed at a Board meeting and reflect a balance of narration and resolution;
- Are in an easily readable format;
- Provide sufficient material to enable a Director or other reader who did not attend the meeting to understand the business conducted and the decisions reached, risks identified and the rationale for the judgement – usually through reference to the relevant Board papers; and
- Provide robust evidentiary documentation in the event of litigation or investigation, but do not waive legal privilege or prejudice AFC's position.

The Minutes are confirmed and signed at the next Board meeting. Once the Board has adopted the Minutes, they cannot be amended.

BOARD CALENDAR

In order to provide an even distribution of work over the year, the Board has adopted a rolling twelve-month Board calendar. Included are all scheduled Board and Sub-Committee meetings, as well as major corporate and Board activities to be carried out in the month in question.

BOARD BEHAVIOURAL DYNAMICS

The culture and behaviour of the Board is fundamental to its effective operations and to the performance of the organisation as a whole.

The Code of Conduct sets out the Board's ethical expectations for Director behaviour and the following table outlines the behaviours that can negatively affect decision making at Board meetings, the relationships between Board members, and between the Board and management, and thus the performance of the Board as a whole:

BOARDROOM BEHAVIOURS TO AVOID

Behaviour	Description
Arrivals and departures	Directors arriving late and/or leaving early.
Getting off topic	Hijacking the conversation onto another topic that serves no useful purpose or is related to a personal interest.
Lack of openness and honesty	Withholding information and not telling the truth.
Interruptions except by the president	Jumping in to say something before a speaker has finished.
Side conversations	Directors chatting to each other while the Board is in session rather than focusing on the meeting; or sharing their insights on a topic with each other.
Take probing questions as a challenge or insult	The individual sees any question that seeks more information than he or she has already given as a personal challenge or insult.
Blocking	Insists on getting his/her way; will not compromise; stands in the way of the Board's decision-making.
Seeking attention/grandstanding	Draws attention to his/her personal skills; boasts.
Dominating	Trying to "run" the Board through dictating and/or bullying.
Withdrawing	Does not participate in meetings or offer help or support to others.
Always playing Devil's Advocate	Individual taking a position for the sake of argument or taking pride in being contrary to general opinion.
Criticising	Individuals making negative comments about people or their ideas.
Personal slurs	Insulting other people personally.
Technological distractions	Includes taking or making calls on mobile phones and using laptops or computer tablets to read emails.

BOARD EFFECTIVENESS

DIRECTOR PROTECTION

Generally, a Director has two key areas of protection – the right to information and the ability to insure against specific risks of being a Director.

Therefore, as a matter of policy, the following measures of Board member protection apply for members of the Board of the AFC.

ACCESS TO BOARD PAPERS

The Public Officer on behalf of each Director holds the complete set of Board papers for a period of at least seven years.

Directors are entitled to access the papers for the period when they were a Director on request, even if they have ceased to be Directors.

ACCESS TO THE PUBLIC OFFICER

The Board collectively and each Director has the right to seek information from the Public Officer to assist them to carry out their responsibilities.

DIRECTOR AND OFFICERS INSURANCE

The AFC has a corporate insurance policy comprised of:

- Directors and Officers Liability Corporate Reimbursement Insurance, and
- Directors and Officers Supplementary Legal Expense Insurance.

Copies of the policy documents are held by the GM and tabled annually at board on renewal.

DIRECTOR INDUCTION

New Directors undergo a full induction into their role on the Board.

Information conveyed to the new Director includes:

- A copy of the AFC's Governance Charter;
- Details of the roles and responsibilities with an outline of the qualities required to be a successful Director;
- Formal policies on Director appointment as well as conduct and contribution expectations;
- Details of all relevant legal requirements including *The Associations Incorporation Act 1991*;
- Details of past, recent and likely future developments relating to the Board, including anticipated regulatory changes;
- Background information on, and contact information for, key people in the organisation and an outline of their roles and capabilities;
- An analysis of the current position of the AFC including:
 - An industry background briefing;
 - Details of past financial performance;
 - Current financial structure; and
 - Any other important operating information.
- A synopsis of current strategic directions.

DIRECTOR DEVELOPMENT

A commitment to ongoing professional development is a commitment to the continuing improvement of the AFC. Therefore, Directors need to develop themselves and update their knowledge continuously to attain the levels of competence demanded of them as members of the Board. Consequently, it is beneficial for Directors to commit to some professional development each year.

***** END OF APPENDICES *****