

Townsville City Netball Association Incorporated

IA06552



Board Charter 2024

Townsville City Netball Association Incorporated

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Version Control

This document was reviewed by the TCNAI Board elected in October 2020 and updated to reflect contemporary governance practice and the culture of the Board. It will be regularly reviewed to ensure that it remains fit for purpose and adds value to the organisation's governance.

Version	Date Adopted	Changes
2.1	10/05/2021	Restructured to 2 parts, significant updates to content.
2.2		Formatting changes, addition of Col, Decision making

Purpose of Charter

It is widely recognised that the culture of an organisation and its success at achieving its objects is influenced by the conduct and actions of the board and individual Directors. The TCNAI Board Charter sets out key governance elements to guide the Directors individually and collectively to perform their duties.

Each Director in accepting a position on the Board accepts the expectations of the Charter and commits to upholding its intent and detail.

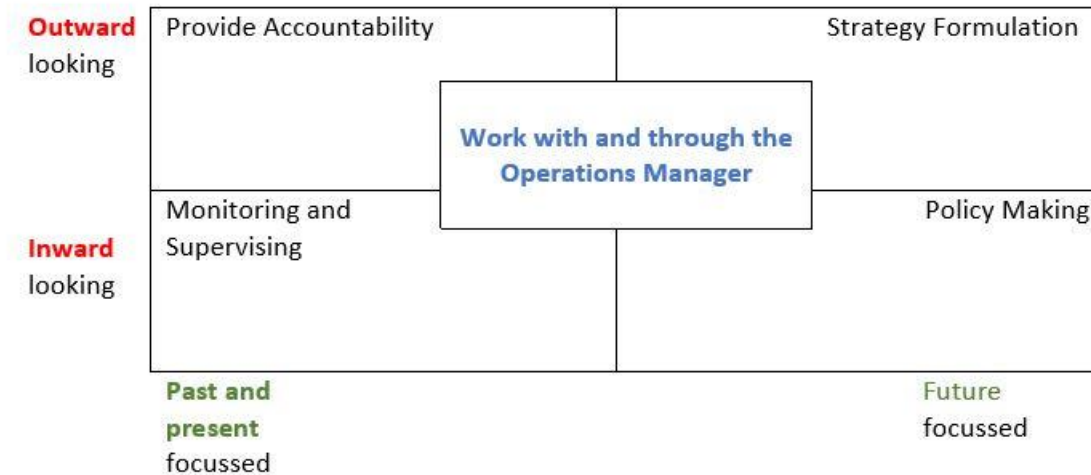
The conduct of the Board is also governed by the Constitution of TCNAI, a copy of which is provided in each Board members induction pack or can be requested from the Operations Manager.

All Directors are expected to be familiar with and regularly access the Constitution, in particular the objects of the association which should be central in all Board discussions and decisions.

Part 1 Roles and Responsibilities

Role of the Board

As described by the Tricker model, illustrated below, the Board has a role in both conformance and performance and has relationships with external stakeholders as well as internal stakeholders and staff.



Examples of these roles include:

Provide Accountability

- Deliver an Annual Report and audited financial statements.
- Maintain open lines of communication with members and stakeholders regarding organisational strategy and performance.
- Govern the organisation transparently and in the interests of the members. (Fiduciary responsibility)

Strategy formulation

- Approve vision/mission/values and ensure that they are embedded into the organisation's operations.
- Contribute to and approve strategic and operational plans and budget.
- Provide leadership that facilitates the ongoing relevance and sustainability of the organisation.

Policy making

- Ensure that organisation has appropriate corporate governance structures in place including standards of ethical behaviour and a culture of corporate and social responsibility.
- Ensure all policies are approved and reviewed and support the organisation's strategy.
- Drive organisational culture by ensuring policies and systems are consistently implemented.

Monitoring and Supervising

- Provide oversight of the organisation's finances, and operational performance.
- Ensure that all significant systems and procedures are in place for the organisation to run effectively, efficiently and meet all legal and contractual requirements.
- Ensure that the organisation manages risk operationally and strategically.
- Undertake Board evaluations and succession planning.
- Monitor the performance of the Operations Manager against agreed performance indicators.

The Board, in meeting its responsibilities, is mindful of its fiduciary role and focuses on the organisation's mission and the objects as embodied in the Constitution.

The Board has delegated authority for the operations and administration of the organisation to the Operations Manager. Therefore, Board members should be cognisant of the role of the Board as outlined and above and the different but complementary role of the Operations Manager and staff.

Board Membership and Term

The Constitution provides for a minimum of 3 directors and a maximum of 9 (so that a quorum can be formed to transact business at meetings). As at February 2024 the Board has resolved that there shall be 8 Board members.

The Board consists only of non-executive, independent directors. That is, no member of the Board may be a member of the paid staff of the organization or an executive member of any of the affiliated clubs.

Directors should be free from any interest, business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the organisation. If a Director has or could be perceived to have a conflict of interest with any matter to be dealt with at a Board meeting they should, at the outset of the meeting, declare a conflict of interest and excuse themselves from the discussion and decision.

The Board has not adopted a tenure policy, but according to the Constitution, each director must be re-elected by the membership after 2 years on the Board.

The Board should annually review its composition and develop a Director development and succession plan to ensure that it possess the necessary skills and attributes.

Board Operating Principles

The Board will govern with an emphasis on:

- Outward vision rather than inward concern
- Strategic leadership rather than administrative detail
- Collective rather than individual decisions
- Encouragement of diversity of opinions and ideas

The Board actively seeks to have an 'engaged culture' which is characterised by candour and a willingness to question and contribute.

Role of a Board member

Each individual Board member is expected to:

Take individual responsibility to actively contribute to all aspects of the Boards role and functions.

Demonstrate adherence to the standards for Directors including:

- To act with reasonable care and diligence
- Act honestly and in the interests of TCNAI
- Not misuse their position as a responsible person for the organisation

Disclose any conflicts of interest, real or perceived.

Strive to help build a robust and effective social system with the Board and between the Board and the operational team through openness, honesty, fostering trust and mutual respect.

Speak with one voice outside the boardroom by supporting, adhering to and not contradicting the formal decisions of the Board.

Maintain the confidentiality of sensitive items discussed at Board meetings and recognise the role of the President as the Association's spokesperson.

Board members should:

- Be well informed regarding the Association's activities: for example, current financial position, programs run by the Association, key staff and volunteers, external relationships, local clubs and the context of the sport of Netball.
- Be cognisant of the future directions and plans of the Association and to govern with a strategic focus.
- Have a good working knowledge: familiarity with the constitution, Association rules and duties of office bearers and committees.
- Build a positive working relationship with other Board members and the associations staff and volunteers.

Board Protocols

Each Director is expected to comply with the following expectations:

- Attendance at a minimum of 75% of Board meetings and other scheduled board functions including planning sessions. Absences should be communicated to the President or the Secretary at least one day before the scheduled meeting/event. When absent it is expected that a Director will update themselves on the outcomes/ discussions of the meeting prior to the next meeting.
- Undertake background research and seek clarification on agenda items to avoid unnecessary explanations and time-wasting during meetings.
- Actively participate in and make positive contributions to Board discussions.
- Participate in any scheduled Board professional development.

If circumstances prevail (job/family/responsibilities, health etc) Directors should not be afraid to raise

their departure from the Board with the President – for their own good and for the good of the Board and TCNAI. This should be done as early as possible to allow for Director’s succession strategies to be developed.

The Role of the President

In addition to their role as a Board member the President will:

- Ensure the Board provides leadership and vision to TCNAI.
- Establish the Board agenda.
- Manage Board meetings: ensure that all matters are discussed, and the best decisions made, in a timely and productive manner.
- Ensure that Board Minutes reflect the Board’s discussion and decisions.
- Make certain that the Board has the necessary information to undertake effective decision making and actions.
- Chair the Association’s annual general meeting: see that the agenda is followed, all business is completed, awards or presentations made, and speakers welcomed.
- Represent the association at local and regional levels and act as the Boards spokesperson or otherwise delegate this responsibility.
- Act as the major point of contact between the Board and the Operations Manager, The President should be kept fully informed of contemporary matters of interest and relevance to the Board and communicate these to the Board members.
- Act as a supportive leader for all Association members: engage with diverse stakeholders (listens to other people’s suggestions) and take any appropriate action.

Unless otherwise delegated the President does not have the authority to make decisions on behalf of the Board.

The Role of the Treasurer

- Perform regular reviews of monthly financial reports for reporting to TCNAI Board following review and analysis of the monthly financials.
- Liaise regularly with the TCNAI Administration Officer on any items of concern and provide advice and direction when required.
- Implement strategies to monitor and strengthen internal controls.
- Analyse proposed projects and initiatives for financial impacts and ensure the financial viability is appropriately considered.
- Assist in the preparation of grant submissions.
- Prepare the annual budget with the assistance of the TCNAI Operations Manager and the TCNAI Administration Officer for recommendation to the Board.
- Assist the TCNAI Administration Officer at end of financial year with depreciation schedule, analytical commentary, and key statistics for presentation of the financial reports to the auditor.
- Liaise with the auditors and recommend the annual audit report to the Board.

- Provide ad hoc assistance of a financial nature to all board members and representatives of TCNAI as it is requested.
- Maintain confidentiality about all financial matters of the organisation.

The Role of the Secretary

The role of the Secretary is outlined in the constitution (section 4.3) and includes calling meetings, taking minutes, correspondence and maintaining the register of members.

Board Committees

The Board can establish committees to support it to carry out its role. The committees unless otherwise delegated make recommendations to the Board. They have no decision-making rights unless the Board resolves to delegate these.

Committees are usually chaired by a Board member and can include members of the association and others who are invited because of their experience or expertise.

The committee portfolio for the coming year should be confirmed as soon as possible after the AGM and should include at a minimum a Finance and Risk committee. All committees should have a Terms of Reference and where applicable and an annual work plan that reflects their role in supporting the Board, and its strategy.

The Role of the Operations Manager

The Operations Manager is responsible for the efficient and effective operation of TCNAI. The Operations Manager should manage TCNAI in accordance with the strategy, plans and policies approved by the Board to achieve the agreed goals.

In particular, the Operations Manager responsibilities include:

- the implementation of the operational plan
- the management of staff and volunteers
- ensuring transactions outside their delegation levels are referred to the Board for approval.
- ensuring that all actions comply with TCNAI's policies in force.
- Other responsibilities as delegated by the Board from time to time.

The Operations Manager is not a member of the Board however they work closely with the Board including bringing information to the attention of the Board and preparing papers on which the Board can make diligent decisions.

The Operations Manager's contract and the operational plan will provide further information regarding specific accountabilities.

Part 2 Board Processes

Board Agenda

In order for the Board to function efficiently the following processes are employed:

1. A Board calendar is developed annually to confirm date, time and location of Board meetings, In general the Board will meet monthly. The Board calendar will schedule strategic and policy topics along with the review of various aspects of the organisations business.
2. The President and the Operations Manager will determine the agenda of regular Board meetings. Individual Directors are encouraged to have input by discussing potential topics with the President.
3. A typical monthly Board meeting will include the following topics on the agenda supplemented by items from the annual Board calendar.
 - Follow up actions from previous meeting.
 - Treasurer's report
 - Committee reports
 - Management reports including matters for decision and matters for noting.
4. All Board papers, submissions or reports will be distributed to the Board by Secretary, at least 72 hours before the meeting.
5. Directors should familiarise themselves with the content of the Board Agenda before the meeting so that discussion can be focused and constructive.

Reporting

- Proceedings of all meetings are minuted and signed by the President, or the chairman of the subsequent meeting based on the acceptance of a majority of the Board members.
- Minutes of all Board meetings are circulated to directors and approved by the Board at the subsequent meeting.
- Board decisions are informed by a Board paper providing the context and an analysis of the issues to be considered. The Board paper should also include a recommendation which can be debated and accepted, amended, or rejected. All resolutions are recorded in a Resolutions Register.

Conflict of Interest

The Board will maintain a Conflict-of-Interest register which documents any relationships (personal or business) held by Board members that may cause a perception of a conflict of interest. At the start of each meeting the President should ask Board Members to declare any conflicts of interest that may impact their engagement in the meetings agenda.

Decision Making

Whilst Board members are encouraged to voice alternative perspectives on issues for decision, the Board is encouraged to make decisions where ever possible by unanimous resolution ie sufficient discussion occurs that the Board members are in agreeance with he course of action.

If this is not feasible the President may put a motion to the vote, a majority of votes thereby determining the decision.

Once a decision is made it is recorded as a decision of the Board and all Board members should publicly support the decision.

Review of Charter

The Board will review this charter annually to ensure it remains consistent with the Board's objectives and responsibilities.

Board Induction

As soon as possible after the Annual General Meeting the President (or delegate and the Operations Manager will facilitate a Board induction for all new Board members. This could include meeting with staff, working through the induction pack and a team building exercise with continuing Board members.

Confidentiality

Board members are to maintain confidentiality and to be open and transparent in all their actions.