



Board Charter

Little Athletics Association of Victoria Incorporated

Version 1.6

Registration Number: A0003260D

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BOARD CHARTER**LITTLE ATHLETICS ASSOCIATION OF VICTORIA INC****Registration Number: A0003260D****SECTION 1 - GOVERNANCE ROLES****1.1 PURPOSE**

- (a) The purpose of this Board Charter is to provide the foundation and framework for the Board of Directors ("Board") to manage the affairs of Little Athletics Association of Victoria Incorporated ("Association").
- (b) The Charter provides a consistent standard of practice for the sound and prudent management of the Association, sets out the responsibilities of the Board and Chief Executive Officer ("CEO") and outlines the key protocols for the operation of the Board.

1.2 ROLE OF THE BOARD

- (a) The Board's primary responsibility is to direct the affairs of the Association on behalf of its members.
- (b) Individual Directors represent and serve the interest of members collectively to oversee and appraise strategies, policies, performance and legal conformance of the Association.
- (c) The powers of the Board shall be in accordance with the Association's Constitution, as amended from time to time. In particular, the Board is responsible for acting on issues in accordance with the objects of the Association and shall operate for the collective and mutual benefit of the Association and the sport of athletics throughout Victoria.
- (d) The performance of the Association is driven by the strategies developed and implemented by the Chief Executive Officer (CEO) and staff (collectively referred to as "Management"). The Board aims to bring an independent and objective view to the Association's decisions, provide guidance to Management with respect to strategy development, and review the effectiveness of Management in delivering upon those strategies. The Board also ensures sufficient control and accountability systems are in place to accurately measure and report upon the performance of the Association.
- (e) Without limiting the role of the Board, the principal functions and responsibilities of the Board include:

1.2.1 Leadership and governance of the Association

- (a) Guide the development of appropriate culture and values in the Association through the establishment and review of the Codes of Conduct, regulations, policies, charters and procedures to enforce ethical behaviour and provide guidance on appropriate athletics issues.
- (b) Always act in a manner consistent with the Association's culture and Codes of Conduct.

1.2.2 Board management, succession and performance evaluation

- (a) Develop an annual Board calendar.
- (b) Ensure the Directorship and structure is suitable to the current circumstances of the Association, having in place effective succession planning procedures.
- (c) Undertake annual performance evaluation of the Board to identify appropriate ongoing professional development and generate succession plans for Directorship.
- (d) Provide developmental activities for Directors to ensure the Board receives current best practice methodology.

1.2.3 Strategy formulation and approval

- (a) Work with the CEO to ensure that an appropriate vision, strategic direction and initiatives are in place.
- (b) Regularly review, re-align and update the Association's strategic direction and goals.
- (c) Oversee planning activities undertaken by Management including the development and approval of strategic and operational plans and annual budgets including operating budgets, capital expenditure and cash flow forecasts.
- (d) Review the progress and performance of the Association in meeting these plans and Association objectives, including reporting outcomes on an annual basis to stakeholders and members.
- (e) Oversee the control and accountability systems that ensure the Association is progressing toward the goals set by the Board and in line with the Association's purpose, agreed strategy, legislative requirements and member and community expectations.

1.2.4 CEO selection, monitoring, evaluation, remuneration and succession

- (a) Appoint, ratify and remunerate the CEO.
- (b) Develop the terms and conditions of appointment, and ensuring a succession plan is developed.
- (c) Manage the performance of the CEO.
- (d) Provide advice and counsel to the CEO including formal reviews and feedback on their performance.
- (e) Ensure the CEO has appropriate human resource systems in place to support the well-being and effective contribution of all staff.

1.2.5 Ensuring effective governance processes are implemented

- (a) Develop and apply an effective governance framework for the Association that promotes sound and prudent management in the interests of all stakeholders.

1.2.6 Ensuring appropriate risk management is in place

- (a) Ensure robust and effective risk management, internal controls and policies are in place to identify the main risks associated with the Association's operations and implement appropriate mitigating controls to manage these risks.
- (b) Monitor, review and assess risk management and internal controls on a regular basis.
- (c) Comply with the law.

1.2.7 Financial control and monitoring solvency

- (a) Ensuring that an appropriate set of internal controls are implemented and reviewed regularly.
- (b) Review and approve material investments, capital expenditure, acquisitions and investments, and expenditure outside approved budget and financial delegations.
- (c) Approve and monitor financial and other reporting, including reporting to members.
- (d) Monitor processes aimed at ensuring the integrity of financial and other reporting, including the annual external audit.
- (e) Ensure special purpose financial statements are prepared in accordance with the Australian Accounting Standards issued by the Australian Accounting Standards Board.
- (f) Ensure financial reporting requirements under the *Associations Incorporation Reform Act 2012* are met.

1.2.8 Development of delegation authorities

- (a) Delegate authorities for the CEO to ensure the effective day-to-day management of the business and monitor the exercise of these powers.
- (b) Make all decisions outside the scope of these delegated powers.
- (c) Approve and monitor the progress of major capital expenditure, capital management and acquisitions.

1.2.9 Policy formulation

- (a) Review and approval of policies, and ensuring CEO implements appropriate procedures to execute the intent of policies.

1.2.10 Establish Codes of Conduct

- (a) Establish a Code of Conduct for the Association.
- (b) Establish a Code of Conduct that applies to the Board and Board Committees ("Board Code of Conduct") which illustrates the obligations and behaviours expected and is underpinned by the ethical principles of integrity, accountability, honesty, impartiality and objectivity.

1.2.11 Determining committees of the Board

- (a) Determine the extent of powers residing in each Committee and accept, modify or reject Committee recommendations.

1.2.12 Communication with key stakeholders and members

- (a) Ensure accountability to members through the adoption of an effective stakeholder communications strategy and encourage effective participation at General Meetings.

1.3 ELECTION AND ROLE OF THE PRESIDENT

- (a) At the Board meeting immediately following the Annual General Meeting ("AGM"), the position of President will be declared vacant.
- (b) In accordance with the Association's Constitution, the Board will nominate, from amongst the Directors, to fill the vacant position. If more than one nomination is received, the position of President will be filled by a ballot.
- (c) Only those Directors who have served 12 months or more on the Board are eligible to be nominated for the position.
- (d) In the event that the position of President becomes vacant during the year, the Board shall elect a President from amongst their ranks for the remaining period.
- (e) The President has no powers over the Association's affairs beyond those of any other Director.
- (f) The specific functions and responsibilities of the President include:

1.3.1 Inside the boardroom:

- (a) Provide appropriate leadership and guidance to the Board.
- (b) Promote and ensure high standards of governance, compliance and ethical conduct.
- (c) Ensure strong board governance is built on unity, respect and clear understandings.
- (d) In consultation with the CEO and other Directors as required, set the agenda for Board meetings.
- (e) Ensure the Board is provided with adequate information to facilitate effective decision-making.
- (f) Chair Board meetings and facilitate constructive contribution by all Directors to ensure the Board functions effectively as a whole in discharging its responsibilities.

- (g) Manage boardroom discussions so that matters discussed are appropriate, timely and considered thoroughly before clear decisions and resolutions are made.
- (h) Promote and encourage the Board behaves in accordance with the Association Code of Conduct and Board Code of Conduct.
- (i) Lead the Board in monitoring the management of the Association and assessing the Association's financial position and performance.
- (j) Ratify travel, entertainment and other expenditure incurred directly by the CEO and other Directors. The Vice President, or in his/her absence the CEO, is responsible for the ratification of travel, entertainment and other expenditure incurred directly by the President.
- (k) Consider and approve the taking of annual leave or long service leave by the CEO.
- (l) Guide and promote the ongoing effectiveness and development of the Board, including the establishment of an induction and continuing development program for Directors.
- (m) Monitor the performance of the Board and institute the process for appraising Directors individually.
- (n) Oversee the annual performance appraisal of and succession planning for the CEO.
- (o) Ensure a clear structure for and effective running of Board committees, including assisting with the selection of Board Committee members.
- (p) Establish and maintain an effective working relationship with the CEO.

1.3.2 Outside the Boardroom:

- (a) Chair and speak on behalf of the Association at the AGM and general meetings.
- (b) Develop a strong working relationship with the CEO.
- (c) Act as the major contact between the Board and the CEO.
- (d) Develop a strong understanding and working relationship with Little Athletics Australia.
- (e) Advocate for the Association across all stakeholders, including government agencies, corporate business groups and the sport and recreation industry.
- (f) Engage in appropriate public relations activities in conjunction with the CEO.
- (g) Ensure Directors are kept fully informed by the CEO on all matters which may be of interest to the Board.
- (h) Report to, and inform the Board on important initiatives and significant issues facing the Association.
- (i) Initiate and oversee the CEO performance appraisal process.

1.4 ELECTION AND ROLE OF THE VICE PRESIDENT

- (a) At the Board meeting immediately following the AGM, the position of Vice President will be declared vacant.
- (b) The Board will nominate, from amongst its ranks, persons to fill the vacant position. If more than one nomination is received, the position of Vice President will be filled by a ballot.
- (c) In the event that the position of Vice President becomes vacant during the year, the Board shall elect a Vice President from amongst their ranks for the remaining period.
- (d) The Vice President has no powers over the Association's affairs beyond those of any other Director.
- (e) The Vice President acts in place of the President when required.
- (f) The Vice President is also authorised, when the President is unavailable, to ratify travel, entertainment and other expenditure incurred directly by the CEO and other Directors as well as giving prior approval for the taking of annual leave and long service leave by the CEO.
- (g) The Vice President provides counsel and guidance to the President as required.

1.5 ROLE OF INDIVIDUAL DIRECTORS

- (a) The Board's primary responsibility is to direct the affairs of the Association on behalf of its members.

- (b) Individual Directors represent and serve the interest of members collectively to oversee and appraise strategies, policies, performance and legal conformance of the Association.
- (c) Directors have a duty to understand the Association, its operating environment, financial position and to apply their expertise and skill in the Association's best interests.
- (d) The Board Code of Conduct sets standards to guide the decisions, actions and behaviours of the Board. The Board Code of Conduct provides further detail as to the role, functions and responsibilities of Directors and illustrates the obligations and behaviours expected.

1.5.1 Principle functions of Directors

- (a) Ensure effective governance of the Association.
- (b) Formulate the Association's strategic direction.
- (c) Review, approve and monitor the strategic plan and annual budget.
- (d) Monitor and assess performance of the Association.
- (e) Develop Board and Association policies and charters.
- (f) Ensure compliance with the legal requirements.
- (g) Monitor risks facing the Association.
- (h) Recruit and monitor the performance of the CEO.
- (i) Attend, contribute, and Chair (where appointed) at Board Committee meetings.
- (j) Identify skills required by the Board and consider the appointment of suitably qualified Directors.

1.5.2 Principle responsibilities of Directors

- (a) Where practical, attend all meetings of the Board or Committees of the Board of which they are a member and ensure they are adequately prepared by obtaining and thoroughly reviewing all agenda items and Board papers;
- (b) Analyse, question, request information, raise matters of concern and fully canvas all aspects of any issue confronting the Association;
- (c) Be independent in judgement and actions and take all reasonable steps to be satisfied as to the soundness of decisions taken by the Board;
- (d) Ensure they have and maintain adequate knowledge of their legal responsibilities and are familiar with legislation and regulations governing the operations of the Association including:
 - (i) The duty to act in good faith in the best interests of the organisation.
 - (ii) The duty to act with reasonable care, skill, diligence (including the duty to prevent insolvent trading).
 - (iii) The duty not to improperly use information or position.
 - (iv) The duty to disclose and manage conflicts of interest.
- (e) Adhere to the values of the Association at all times in their dealings with stakeholders;
- (f) Take all reasonable opportunities to represent, promote and demonstrate a commitment to the Association, members and the wider community.

1.6 DELEGATION OF AUTHORITY

- (a) The Board delegates to the CEO all of its powers necessary for managing the day-to-day business affairs and operation of the Association. The CEO is authorised to make any lawful decision and take any action within the limitations prescribed in this Charter directed at achieving the strategic objectives of the Association.
- (b) The Board may appoint Committees to assist in the discharge of its responsibilities. Committees make recommendations for action to the full Board, which retains collective responsibility for decision making. Any specific delegations will be detailed in the relevant Committee's Charter.
- (c) Where a staff member is acting in the position of CEO, that person will hold the delegation level appropriate to that position unless otherwise determined by the CEO.
- (d) The CEO may at any time vary any specific delegation, subject to confirmation by the Board at its next meeting.
- (e) Specific delegations and limits of authority are detailed in Section 5.1.

1.7 ROLE OF THE CEO

- (a) The CEO is responsible for the day-to-day management of the affairs of the Association in accordance with the Association's Constitution.
- (b) The CEO is also responsible, by delegation from the Board, to attain the Association's goals and vision for the future, in accordance with the strategies, plans, budgets, policies and performance requirements approved by the Board.
- (c) The CEO is charged with facilitating the Association's governance policy process and holds primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively.
- (d) The CEO is accountable to the Board on all governance matters and reports directly to the President as the representative of the Board.
- (e) The CEO's Position Description provides further detail as to the role and responsibilities of the CEO. The terms and conditions of the CEO's appointment will be reflected in a letter of appointment.
- (f) The CEO shall act as Secretary for the Association and comply with all requirements of the *Associations Incorporation Reform Act 2012*.

1.7.1 Principle functions and responsibilities of the CEO

- (a) Manage the effective and efficient day-to-day operations of the Association.
- (b) Develop the Association's strategy in conjunction with the Board.
- (c) Develop and coordinate operational plans to guide the implementation of the Association's strategy.
- (d) Develop budgets for the commencement of each financial year for approval by the Board.
- (e) Manage the Association's human, physical and financial resources to implement approved strategies and operating plans to achieve the Association's objectives.
- (f) Develop and implement risk management and internal control systems and policies.
- (g) Oversee the financial management of the Association and ensuring the integrity of the Association's financial reporting.
- (h) Provide advice and timely strategic, operational and financial reporting information to the Board.
- (i) Develop, implement and update regulations, policies, charters and procedures under the direction of the Board
- (j) In conjunction with the Board drive sound governance systems.
- (k) Ensure compliance with legal and regulatory obligations.
- (l) Oversee the employment and management of staff.

- (m)** Develop and maintain an effective Associational structure, establishing clear roles and responsibilities for individuals within the Association and ensure appropriate development of staff.
- (n)** Develop and maintain effective relationships and alliances with members and key stakeholders.
- (o)** Maintain awareness of the business, economic and political environment as it affects the Association.
- (p)** Protect and enhance the image and reputation of the Association.

SECTION 2 – BOARD PROCESSES

2.1 BOARD MEETINGS

- (a) Board meetings are a fundamental component of governance processes. Each Board meeting is critical as it is the main opportunity for Directors to:
 - (i) obtain and exchange information with the CEO;
 - (ii) obtain and exchange information with each other;
 - (iii) make decisions.
- (b) A schedule of meetings for the coming year shall be annually agreed and distributed to each Director. Board meetings shall be held at regular intervals throughout the year at a venue determined by the CEO and agreed by the Board.
- (c) Meetings are generally conducted on the third Tuesday of the month in the evening. Special meetings of the Board may be called as required.
- (d) To maximise participation and engagement of all Directors, it shall be acceptable to use electronic media meeting methods (e.g., tele-conferencing, video-conferencing etc.) to participate in Board meetings.
- (e) Directors shall receive not less than seven (7) days' notice of all meetings, where practicable.

2.2 CONDUCT OF BOARD MEETINGS

- (a) The President will determine the degree of formality required at each meeting while maintaining the decorum of such meetings. As such, the President or their nominated replacement will:
 - (i) ensure that all members are heard;
 - (ii) retain sufficient control to ensure that the authority of the President is recognised. This may require a degree of formality to be introduced if this is necessary to advance discussion;
 - (iii) allocate a time limit to each agenda item to ensure that discussion and debate is assigned to the most important issues on a precedence basis;
 - (iv) ensure that where discussion and debate on topics exceeds the allocated time limit, that the agenda item or issue is held over to the next Board meeting for continued discussion;
 - (v) take care that decisions are properly understood and well recorded;
 - (vi) ensure that decisions and debates are completed with a formal resolution and recording the conclusions reached. All motions that result in a resolution should be read-back to confirm that the motion as put is grammatically correct with regards to intent and outcome.
- (b) In order for a decision of the Board to be valid, a quorum of Directors must be present. In accordance with the Association's Constitution a quorum is any five (5) Directors. Remote attendance via tele-conference or video-conference shall be acceptable for the purposes of delivering a Board Meeting quorum.
- (c) Matters arising for determination at Board meetings shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Board.
- (d) In the case of equality of votes, the President of the meeting, in addition to his deliberative vote, has a casting vote.
- (e) At times, circular resolutions are required to be passed outside of scheduled meeting timeframes. Notification and justification of the requirement to pass a circular resolution is to be included with the date and time to meet the requirement for the decision. Once votes have been received by the CEO or delegate, confirmation of the resolution is to be forwarded to all Directors.

- (f) In the event of an emergency or urgent decision, email is an acceptable method. Verbal acknowledgement out of session, including by phone, is only to be used as a last resort.

2.3 BOARD MEETING AGENDA

- (a) The Board agenda for each meeting shall be structured by the CEO and the President with the input of individual Directors as required.
- (b) The Board agenda should focus on governance matters affecting the control and direction of the Association rather than on administrative and operational matters. Governance matters include (not limited to) policy making and review, financial performance, legal compliance, strategy and progress towards key performance indicators.
- (c) Items for the Board agenda, including Board papers, are to be submitted to the CEO no less than five (5) working days prior to the scheduled meeting.

2.4 BOARD PAPERS

- (a) The Board is responsible for:
- (i) setting expectations and providing directions to Management on the:
- content and format of reports;
 - timing and timeliness of Board papers;
 - amount of information provided.
- (ii) ensuring it has sufficient information with which to make decisions;
- (iii) ensuring the CEO has in place processes and controls to safeguard the integrity of the information provided to the Board.
- (b) Board papers should be cross referenced to the Board agenda to enable meetings to be more efficient and productive.
- (c) All papers shall contain necessary background information including key points, recommendations and supporting documentation, as applicable. Those papers requiring a decision shall have the recommendation or resolution highlighted at the start of the paper for ease of reference.
- (d) Board papers, including the Board meeting agenda, should be forwarded to Directors at least four (4) working days prior to the scheduled Board meeting.

2.5 BOARD CALENDAR

- (a) The Board shall maintain an annual calendar of major events, including all scheduled Board and Committee meetings and key compliance activities/commitments.
- (b) The CEO shall set the agenda items for each Board meeting, in consultation with the President, and having regard to the annual Board calendar.

2.6 BOARD COMMITTEES

- (a) In accordance with the Association's Constitution, the Board may appoint Committees to facilitate efficient decision making and to assist and advise the Board in fulfilling its statutory and fiduciary responsibilities.
- (b) Committees assist the Board by focusing on specific activities and report to the Board on actions taken. Committees make recommendations to the full Board, which collective retains responsibility for decision making.
- (c) Each Committee will be comprised of individuals the Board considers best suited to fulfil the role of the Committee.
- (d) The Board shall establish a Charter for each Committee setting out its terms of reference. The Charter will include as a minimum:
- (i) the overall role and objectives of the Committee;

- (ii) composition, including the appointment of a Chair;
 - (iii) frequency and timing of meetings;
 - (iv) any delegation or decision making authority to the Committee from the Board;
 - (v) specific functions and responsibilities;
 - (vi) reporting obligations and the ongoing relationship with the Board.
- (e) Committees observe the same rules, Codes of Conduct and procedures as the Board unless the Board determines otherwise.
- (f) The Board currently has five Committees, namely the:
- (i) Audit, Finance and Risk Committee;
 - (ii) Governance Committee;
 - (iii) Nominations Committee;
 - (iv) Performance and Remuneration Committee;
 - (v) Regional Advisory Committee.
- (g) Committee Charters and membership, unless advised otherwise, are to be reviewed annually to ensure they remain relevant, efficient and effective.
- (h) The Board may appoint ad hoc Committees or working groups to oversee a particular operational matter or to research a particular issue. Ad hoc Committees will be appointed with appropriate Terms of Reference.

2.7 ALLOCATION OF RESPONSIBILITY TO BOARD COMMITTEES

2.7.1 Audit, Finance and Risk Committee

- (a) The Audit, Finance and Risk Committee provides an objective review of the effectiveness of the Association's:
- (i) external reporting of financial information;
 - (ii) relationship with auditor(s) and their performance;
 - (iii) operational and capital budget setting process;
 - (iv) financial and investment performance;
 - (v) risk management framework;
 - (vi) internal control environment.
- (b) The Committee oversees accounting, risk and compliance policies, financial reporting requirements, internal audit, external audit and statutory reporting requirements.

2.7.2 Governance Committee

- (a) The Governance Committee:
- (i) prescribes the purpose, responsibilities and composition of each Board Committee;
 - (ii) sets the governance framework for which the Association and Board will operate.

2.7.3 Nominations Committee

- (a) The Nominations Committee oversees:
- (i) matters relating to the election and appointment of Directors to the Board;
 - (ii) matters relating to the selection and appointment of the CEO;
 - (iii) Board and CEO succession plans;
 - (iv) compliance with the Association's Diversity and Inclusion Policy.

2.7.4 Performance and Remuneration Committee

- (a) The Performance and Remuneration Committee oversees:

- (i) matters relating to the measurement of performance and resulting compensation, bonuses, incentives and remuneration of the CEO and staff;
- (ii) matters relating to the measurement of performance and resulting remuneration of Directors;
- (iii) the annual performance review of the CEO.

2.7.5 Regional Advisory Committee

- (a) The Regional Advisory Committee shall operate in accordance with the Association's Regulations as specified under rule 20.4(b) of the Association's Constitution.
- (b) Regulation 3 – Regional Advisory Committee is currently under review as part of part of the Vicsport Governance Support Project.

2.8 BOARD MINUTES

- (a) The CEO shall act as Secretary of the Association and take minutes of Board meetings.
- (b) Administration of Board meetings has been delegated by the Board to the CEO.
- (c) The CEO is responsible for keeping minutes on behalf of the Board for all Board meetings. Minutes are to be a sufficient record of discussion that appropriately details the decision(s) and matters discussed. Minutes will contain a brief summary and reference to relevant Board papers tabled plus any official resolutions adopted by the Board.
- (d) All decisions will be recorded in the minutes by means of a formal resolution. Individual votes of the Board shall not be registered on the minutes of the Board meeting on any motion or decision, but rather that the Board resolved to accept or reject the motion or decision. A Director may request to have particular items noted in the minutes.
- (e) All minutes of Board meetings shall be drafted, proofed by the President and circulated to members/attendees of the meeting for comment within seven (7) working days of the meeting. Comments by attendees of the meeting should be provided within five (5) days of receipt.
- (f) Final copies of the minutes shall reflect all corrections and amendments to the minutes, as verified and/or requested by Directors prior to the minutes being accepted as correct. The minutes are to be endorsed by the Board in a subsequent meeting.
- (g) Final minutes are to be signed by the President and made available to the Board as soon as practicable. For the purpose of clarification, an electronic signature or email confirmation is an acceptable form of signing.

2.9 REVIEW OF BOARD CHARTER

- (a) The Governance Committee shall review this Charter, including Committee Charters, annually to ensure it remains consistent with the Board's objectives, responsibilities and relevant standards of governance.

SECTION 3 – BOARD REPRESENTATION

3.1 REPRESENTATION AT BOARD AND ASSOCIATION MEETINGS

- (a) Directors are expected to attend all scheduled Board and official meetings of the Association. In circumstances where a Director will not be in attendance, the CEO and President are to be notified in advance.
- (b) Meeting attendance includes:
 - (i) minimum of eight (8) Board meetings;
 - (ii) the AGM;
 - (iii) the Association's Annual Conference; and
 - (iv) special meeting(s) as required.

3.2 REPRESENTATION AT ASSOCIATION EVENTS

- (a) Director representation at Association events is requested and strongly encouraged. Events provide an opportunity to interact informally with members and to display commitment and loyalty to the Association.
- (b) If a Director is fulfilling a role or position at an event (e.g., coaching, officiating), they must advise the CEO and President in advance. The Director is not to portray their involvement in the event beyond the role they are fulfilling. The appropriate chain of command, reporting requirements, and Codes of Conduct applicable to the role/position is to be adhered to. Board attire is not to be worn to ensure there is no risk of misrepresentation nor perception of influence.

3.3 REPRESENTATION AT EXTERNAL MEETINGS AND FUNCTIONS

- (a) All official representation requests are to be directed and/or advised to the CEO for co-ordination. Where necessary, requests are to be accompanied by a meeting agenda and/or item(s) to be discussed in advance. This will assist CEO in the co-ordination of Directors for representation and ensure preparation of matters to be discussed in advanced. All confirmed attendances are to be recorded in the Board calendar.
- (b) Where items raised outside of the agenda occur, the Director is to be cognisant of the implications of any statements made. Where relevant, the Director is to re-direct the matter through to the CEO, and advise accordingly.
- (c) Following attendance at any meeting where representation was requested, a written summary of key points is to be submitted to the CEO within five (5) working days of the meeting and other Directors advised accordingly.

3.4 REPRESENTATION AT LITTLE ATHLETICS AUSTRALIA

- (a) The Association's representative on the Little Athletics Australia ("LAA") Board will be the President, or in his/her absence the Vice President.
- (b) The President and CEO will attend and be the Association delegates at the LAA AGM and Conferences.
- (c) Delegates will vote on all LAA motions in accordance with the Board resolution of the proposed motion. Where a motion is amended, delegates should take due consideration of the proposed amendment including any arguments put forward and vote accordingly.

3.5 BOARD ATTIRE

- (a) Directors will receive a polo shirt with logo and jacket with logo following commencement in their role.
- (b) The polo shirt is expected to be worn when representing the Association at meetings and/or events (excluding meetings/workshops of the Board). The polo shirt may be worn with neat casual attire, appropriate to the event.
- (c) The polo shirt and jacket is expected to be worn with black or navy blue pants or skirt for formal presentations or as determined by the Board.

3.6 MEDIA CONTACT AND COMMENT

- (a) The CEO has primary responsibility for handling all media communications. This includes initiating and managing an effective communications plan for the Association, as well as responding to media enquiries.
- (b) When speaking to the media, and to safeguard against the inadvertent disclosure of sensitive information, the CEO will not comment on confidential matters and only make comment of matters that have been previously released or information which the Board has sanctioned for release and public consumption. The CEO may involve the President or Directors from time to time as required.
- (c) Where the CEO is on leave, or unavailable, the President will be responsible for any public statements.
- (d) If approached for public comment, Directors should advise that the delegated authority for comment on Association matters is vested with the CEO. It is recognised that the President has discretion to make public comment on Association matters in circumstances where immediate comment is required.

3.7 HOSPITALITY AND GIFTS

- (a) While the Association recognises there may be a need from time to time to give or accept customary business courtesies in accordance with ethical business practices, Directors and/or the CEO will not solicit such courtesies and will not accept gifts, services, benefits or hospitality that might influence, or appear to influence, the Director's and/or CEO conduct in representing the Association.
- (b) The token value threshold for acceptable gifts, services, benefits or hospitality is \$100.00.

3.8 STAFF CONTACT

- (a) When there is a requirement to discuss Association business with or give instructions to staff of the Association, a Director should communicate through, or in the presence of, the CEO. To do otherwise, may undermine the authority of the CEO which is essential to the proper day to day management of the Association.
- (b) Directors do not individually have the right to direct staff, unless authority is specifically delegated to one Director to handle staff affairs. No individual Director should assume the right to interfere.
- (c) The CEO has responsibility for staff and the Board has the responsibility to ensure the CEO fulfils their duties to in relation to staff. The Board should not encourage direct complaints from staff unless the complaint is of such a magnitude that warrants direct representation to the Board.

3.9 ACCESS TO INFORMATION OR PROFESSIONAL ADVICE

- (a)** Directors are expected to exercise considered and independent judgement on matters before them. To discharge this expectation a Director may, from time to time, need to seek additional information and/or independent, expert opinion.
- (b)** Directors have a right to obtain Association information necessary for them to discharge their duties.
- (c)** Requests for access to Association information in addition to Board papers should be directed through the CEO. If there is a substantial amount of work required to provide an answer, the request should be put in writing and a copy sent to both the CEO and the President.
- (d)** Where a Director considers that expert advice is warranted on a matter, the Director has the right to present such information to the Board for consideration and/or approval of the professional advice. No Director has the individual authority to commit the Association to an obligation for advice from an external expert or organisation. All expert advice so received should be received on behalf of the Board as a whole.

3.10 POLITICAL COMMENT

- (a)** The Board shall refrain from making comments that support or promotes any political party, organisation or entity. The Board shall remain apolitical unless directed by the Association's membership.

SECTION 4 – BOARD EFFECTIVENESS

4.1 BOARD INDUCTION

4.1.1 Letter of appointment

- (a) New Directors will be provided with a letter of appointment and welcome from the President covering:
- (i) duties and responsibilities of Directors;
 - (ii) term of appointment and time commitments;
 - (iii) Board governance;
 - (iv) conflicts of interest;
 - (v) arrangements for induction, continuous improvement and appraisal;
 - (vi) confidentiality.
- (b) New Directors will be asked to sign and return the:
- (i) letter of appointment, accepting the terms outlined (refer Section 5.2);
 - (ii) Board Code of Conduct Compliance Undertaking (refer Section 5.3);
 - (iii) Conflict of Interest Disclosure Form (refer Section 5.4).

4.1.2 Induction package

- (a) New Directors will be provided with an induction package containing a copy of the following documents/information:
- (i) Association's Constitution;
 - (ii) Board Charter;
 - (iii) Board Code of Conduct;
 - (iv) Conflict of Interest Policy;
 - (v) Risk Management Policy;
 - (vi) Directors and Officers Insurance Policy including Certificate of Currency;
 - (vii) current strategic plan;
 - (viii) balance sheet, profit and loss and cash flow reports from the previous three Board meetings;
 - (ix) Annual Report and financial statements for the previous financial year;
 - (x) short descriptions of key projects, associated funding and how they fit into the strategic direction of the Association;
 - (xi) Child Safe Standards action plan;
 - (xii) minutes of the previous Board meetings;
 - (xiii) schedule of Board meetings and other key dates;
 - (xiv) overview and brief history of the Association, including organisational chart;
 - (xv) CEO duty statement;
 - (xvi) Delegations schedule
 - (xvii) Board and staff profiles;
 - (xviii) contact details for Directors, CEO and other key contacts;
 - (xix) Association email allocation;
 - (xx) allocation of building security pass;
 - (xxi) bank signatory paperwork (as required);
 - (xxii) uniform measurements and requirements.

4.1.3 Induction program

- (a) New Directors will undergo an appropriate Board induction program.
- (b) The Board induction program aims to ensure that new Directors gain an appropriate level of knowledge and a clear understanding of:
 - (i) structure of Little Athletics in Australia;
 - (ii) athletics in Victoria;
 - (iii) the Association's strategy and direction;
 - (iv) the Association's financial, strategic and operational position;
 - (v) the Association's risk management position;
 - (vi) the rights, duties and responsibilities of the Board and individual Directors;
 - (vii) the values and expectations of the Board;
 - (viii) the roles and responsibilities of the CEO;
 - (ix) roles and responsibilities of the President;
 - (x) the role of Board Committees.
- (c) The President and the CEO are responsible for the induction of new Directors to ensure they are adequately acquainted with the Association and its operations.
- (d) The induction program will include a formal meeting with the President and CEO. The meeting will take place after the new Director has been provided with the Board induction package, and preferably before their first Board meeting.
- (e) New Directors will be encouraged to request from the President or CEO any additional information they may require. The CEO will arrange for the new Director to be introduced to Association staff and undertake an office tour.

4.2 BOARD COMMITTEE MEMBERS

- (a) The Chair of the relevant Committee will be responsible for ensuring that new Committee members have an adequate understanding of the Committee's role, functions, responsibilities and practices.
- (b) All new Committee members will be provided with a copy of the Committee's Charter together with copies of minutes of the previous meeting and other relevant information, including related policies, procedures and reports.

4.3 WORKING WITH CHILDREN CHECK

- (a) The Working With Children Check ("WWC Check") is a compulsory screening strategy in Victoria. It aims to protect children by:
 - (i) deterring people from applying for child-related work where they have a relevant charge or conviction on their criminal record that indicates they may harm a child;
 - (ii) detecting new charges and convictions of those people who hold a current WWC Check Card and preventing them from continuing to engage in child-related work where their criminal record and behaviour indicates they may harm a child;
 - (iii) protecting children by creating awareness that safeguarding children is a whole of community responsibility.
- (b) The WWC Check is one of the Association's safeguards in creating and maintaining a child-safe environment.
- (c) Directors are required to obtain a WWC Check as they engage in volunteer child-related work which involves direct contact¹ with children. An exemption for a Director who is also a parent of an athlete will not apply as the Director is likely to be involved in activities in which their child is not involved.

¹ Section 3 of the *Working with Children Act 2005* defines direct contact as 'physical contact, face to face contact, contact by post or other written communication, contact by telephone or other oral communication or contact by email or other electronic communication'.

4.4 NATIONAL POLICE CERTIFICATE

- (a) Directors will be required to obtain a National Police Certificate ("NPC") which details an individual's criminal and Victorian traffic court outcomes and pending charges.
- (b) The NPC forms part of the screening process to determine the fitness and propriety of persons elected or appointed to the Board. Results will be returned directly to the Director with the Association notified only if a record exists.
- (c) The cost of the NPC will be met by the Association.

4.5 BOARD EVALUATION

- (a) The Board considers the ongoing development and improvement of its own performance critical to effective governance. Accordingly, the Board will ensure that a formal performance appraisal process is in place for the regular review and assessment of its own performance, as well as the performance of individual Directors, the President and Board Committees.
- (b) The aim of the appraisals will be to ensure continued Board effectiveness and to give the Board:
 - (i) a basis to establish agreed performance objectives for the Board;
 - (ii) a balanced view of its performance, identifying the positive aspects of the Board's operations and areas for improvement;
 - (iii) an opportunity to review the role and effectiveness of its Committees;
 - (iv) a benchmark against which the Board can assess its progress and performance over time;
 - (v) an opportunity to identify gaps in skills, diversity, experience and expertise that may need to be addressed.
- (c) Performance will be formally appraised annually for Directors and the President and every two years for the Board and Board Committees or more frequently as considered appropriate.
- (d) The President will conduct the annual appraisal with individual Directors.

4.5.1 Performance of the Board

- (a) The performance of the Board as a whole will be overseen by the Performance and Remuneration Committee.
- (b) The Board will agree the process and tools that will be used for the appraisal and will give consideration to measurable and achievable key performance indicators that will be used. Consideration will be given to an appropriate approach, such as:
 - (i) self-assessments;
 - (ii) confidential assessment questionnaires/surveys;
 - (iii) confidential interviews/discussions;
 - (iv) workshops;
 - (v) external facilitation;
 - (vi) 360 degree feedback (which may incorporate the views of staff and Regions).
- (c) The Board may periodically seek independent external advice in relation to the process to be used for the performance appraisal.
- (d) The performance of the Board will generally be measured against the responsibilities and specific functions of the Board as detailed in the Board Charter. The appraisal may include consideration of the following measures:
 - (i) the extent and effectiveness in which the Board has performed its role;
 - (ii) the effectiveness of Board meetings;
 - (iii) comparison of the performance of the Board against the requirements of the Board Charter;

- (iv) assessment of the performance of the Board over the previous twelve months having regard to the strategic plan, operational plans and the annual budget;
 - (v) assessment of Board diversity, skills and competencies;
 - (vi) identification of any necessary or desirable improvements to the Board Charter and governance processes;
 - (vii) identification of any particular goals and objectives of the Board for the following year.
- (e) In addition, consideration may be given to a number of other key factors including specific objectives established in the Governance Committee Charter e.g., the appropriateness and adequacy of information provided, the extent to which it has made key decisions in a timely manner, and interaction with the CEO and staff.
- (f) Results of the appraisal will be aggregated (as required) and reported to the Board as a basis for consideration of Board performance and means by which performance can be enhanced.
- (g) The Board will ensure that the outcomes of the Board appraisal are recorded and that agreed actions are documented in the Board action tracker.

4.5.2 Performance of Directors

- (a) Reviewing the performance of individual Directors assists the individual understand their strengths and weaknesses and can be used to assist in the identification of relevant professional development or training needs.
- (b) The annual review process of individual Directors will be overseen by the Performance and Remuneration Committee.
- (c) The appraisal of Directors may involve a self-assessment or confidential assessment questionnaire process. Director performance will generally be measured against the responsibilities and specific functions detailed in the Board Charter.
- (d) In addition, consideration may be given to a number of other key factors including contribution to Board discussions, availability for and attendance at Board meetings/events, contribution to Association strategy, membership of and contribution to any Board Committees and suitability to Board structure and composition.
- (e) The completed assessments of each Director, with the exception of the President's assessment, will be forwarded from the CEO (as the Performance and Remuneration Committee Secretary) to the President who will have primary responsibility for conducting the performance appraisals of each Director.
- (f) The President will meet with each Director individually to discuss their respective performance evaluations, identify and agree on professional development plans to enhance performance and consider and discuss areas where improvement may be required.
- (g) The completed assessment of the President will be forwarded from the CEO to the Vice President who will have primary responsible for conducting the performance appraisal of the President.
- (h) The President and Vice President will notify the Performance and Remuneration Committee when this process has been completed.

4.5.3 Performance of Board Committees

- (a) The performance review of the Board Committees will be overseen by the Performance and Remuneration Committee.
- (b) The performance of each Committee will be measured against the functions and responsibilities detailed in its Charter.
- (c) The appraisal may include a self-assessment by the Committee to review its performance. Such self-assessment may include:
 - (i) a review of the Committee's performance against its Charter;
 - (ii) a review of the Committee's performance against other goals or objectives it set itself;

- (iii) a review of the Committee's action items;
 - (iv) a review of the scope of the Committee's responsibilities and duties as detailed in its Charter;
 - (v) consideration of areas where improvements can be made;
 - (vi) identification of training/education needs for Committee members.
- (d) The outcomes of the performance assessments, along with plans and objectives will be submitted to the Board for discussion.

4.5.4 Directors ongoing performance

- (a) Directors may discuss with the President at any time any issue concerning Board performance.
- (b) All one-on-one discussions are confidential, unless otherwise agreed by the Director(s) concerned.
- (c) Directors are encouraged to maintain and improve their knowledge, skills and expertise through briefings, seminars and ongoing training programs.

4.6 CEO EVALUATION

- (a) The Board will regularly monitor the performance and achievements of the CEO and the performance of the Association against the strategic plan.
- (b) The annual review process of the CEO will be overseen by the Performance and Remuneration Committee.
- (c) The performance of the CEO will be assessed against specific objectives set by the Board, strategy outcomes determined at the commencement of each financial year as part of the strategic planning process as well as specific responsibilities set out in the CEO's Position Description. Performance measures may include both financial and operational indicators.
- (d) The CEO's performance will be appraised on an annual basis or more frequently as considered appropriate by a panel of Directors appointed by Performance and Remuneration Committee. The panel shall consist of the President; one appointed Directors and one elected Director. The panel will provide feedback to the Performance and Remuneration Committee for consideration.
- (e) The Performance and Remuneration Committee shall report the outcome of the CEO performance appraisal and make a recommendation on the annual remuneration level of the CEO to the Board.
- (f) Appraisals of Association staff are the sole responsibility of the CEO and are to be conducted on an annual basis or more frequently as considered appropriate. It is desirable for these appraisals to be completed prior to the appraisal of the CEO.

4.7 DIRECTOR REMUNERATION

- (a) The Performance and Remuneration Committee shall review and recommend to the Board the appropriate level and structure of annual remuneration paid to Directors and Committee members.
- (b) To prudently manage the risks that may arise from remuneration arrangements, any increase in the aggregate maximum sum to be paid for Directors remuneration shall be determined by the Association at the AGM.
- (c) Following the AGM, the Board will determines how the aggregate maximum sum is distributed after considering the recommendations from the Performance and Remuneration Committee.

4.8 DIRECTOR SELECTION

- (a) In accordance with the Association's Constitution, the Board shall consist of seven Elected Directors who must all be elected and up to two Directors appointed by the Board.
- (b) The rules governing the election and appointment of Directors shall be in accordance with the Association's Constitution, as amended from time to time.
- (c) The Nominations Committee shall assist the Board in developing criteria for the selection of appointed Directors in the context of the Board's diversity, skill, composition and structure.

4.9 DIRECTOR DEVELOPMENT

- (a) Professional development and relevant training will be made available to Directors as appropriate in order to update and enhance their skills and knowledge. Individual Director's development and training needs will be identified through the Board performance appraisal process.
- (b) The Board will consider collective development and training needs through the Board and Committee's performance appraisal process and consider such opportunities when developing the Board calendar and in conjunction with the preparation of the annual budget.
- (c) Management will provide the Board with access to information regarding training opportunities, seminars and reading materials that may be of relevance and interest to the Board.

SECTION 5 – APPENDICIES

5.1 DELEGATION OF AUTHORITY SCHEDULE

	Category	Board	CEO	Comment
Financial	Capital Expenditure	Unlimited	<\$5,000	Anything above \$5,000 will require Board Approval
	Operational Expenditure	Unlimited	Budget >\$500	Exceeding Budget >\$500 and <\$1,000 President approval Exceeding Budget >\$1,000 will require Board Approval
	Debt write off	Unlimited	<\$1,000	Anything above \$1,000 will require Board Approval
	Disposal of assets	Unlimited	\$1,000	
	Donations	Unlimited	\$100	
	Lease charges or renewals	Unlimited	With Board Approval	As determined by the CEO and approved by the Board
Governance	Public statements	Authorised by President	Authorised	Typically requires a rapid turnaround
	Publications and member newsletters	Authorised	Authorised	
	Appointment of Independent Directors	Authorised	Not Authorised	
	Appointment of signatories for bank accounts	Authorised	Not Authorised	
	Removal of external auditors	Authorised	Not Authorised	In accordance with the Associations Incorporation Reform Act 2012. Does not include internal auditors
	Memorandum of Understanding, Heads of Agreement and Alliance Agreements	Authorised	Authorised	
Reporting	Specific reporting requirements, funding or compliance reporting including statutory reporting	Authorised	Authorised	e.g. Consumer Affairs Victoria (CAV) reporting
	Reporting of event driven activities	Authorised	Authorised	e.g. ATO breach reporting
Staff	Appointment and termination of CEO	Authorised	Not Authorised	
	Appointment and termination of <Manager> positions	Authorised	With Board Approval	
	Appointment of staff within budget	Authorised	Authorised	
	Creation of varying bonus/incentive schemes	Authorised	With Board Approval	Requires endorsement via the Remuneration Committee
Members	Accepting new competition/associate members	Authorised	Authorised	
	Terminating competition/associate members	Authorised	With Board Approval	In accordance with the Association's Constitution
	Accepting new Affiliated Centres	Authorised	With Board Approval	In accordance with the Association's Constitution
	Terminating Affiliated Centres	Authorised	With Board Approval	In accordance with the Association's Constitution
Events	Postponement or cancellation of competition events	Authorised	Authorised	
	Postponement or cancellation of Association events	Authorised	Authorised	
Legal	Obtaining legal advice in the normal course of business	Authorised	\$3,000	Anything above \$3,000 outside normal business will require Board approved.
	Non-enduring Power of Attorney - authority to sign binding contracts (excluding lending contracts)	Authorised	Authorised	e.g. signing of engagement and contracts post expenditure approval by Board
	Non-enduring Power of Attorney - authority to sign binding contracts (including lending contracts and securities)	Authorised	Authorised	e.g. security documents lodge with titles offices, mortgages and discharges and priority arrangements
	Settling litigation claims and legal disputes	Authorised	With Board Approval	This needs to Board approved only.
Tenders	Request for tendering for new contracts	Authorised	Authorised	
	Association tendering for new contracts	Authorised	With Board Approval	

5.2 BOARD LETTER OF APPOINTMENT

<Name>
<Address>

<date>

Dear <Name>

APPOINTMENT TO THE BOARD OF LITTLE ATHLETICS ASSOCIATION OF VICTORIA ("ASSOCIATION")

Following our recent discussions, I am pleased to confirm our invitation to you to join the Association's Board as a Director.

<or>

Following your election at the Annual General Meeting held on <date>, I am pleased to welcome you as a Director of the Association's Board.

This letter sets out the basis of your appointment, and provides relevant information regarding your position as a Director. In order to finalise the appointment, please sign and return the attached copy of this letter.

Term of appointment and vacation of office

Your appointment as a Director is made in accordance with the Association's Constitution.

You have been appointed by the Board <to fill a casual vacancy> and will hold office from <date> until the conclusion of the <year> Annual General Meeting of the Association. You are eligible to stand for election at this Annual General Meeting.

<or>

You will hold office from <date> until the conclusion of the <year> Annual General Meeting of the Association. < You are eligible to stand for re-election at this Annual General Meeting.>

During your tenure, your performance as a Director will be reviewed in accordance with processes agreed by the Board. You may cease to hold office if:

- at any time that you resign by written notice. It is desirable that you give me, as President reasonable forewarning of your intention to resign or to not seek re-election where that is possible; or
- you have contravened the Association's Constitution, Code of Conduct, Board Code of Conduct or associated policies.

Duties and responsibilities

Please refer to the Association's Board Charter which details the role of the Board and outlines the governance processes it has developed in carrying out its role.

As a Director, you will be expected to participate as a member of the Board in:

- ensuring effective governance of the Association;
- formulation of the Association's strategic direction;
- reviewing, approving and monitoring the strategic plan and annual budget;
- monitoring and assessing performance of the Association;
- development of Board and Association policies;
- ensuring compliance with legal requirements;
- monitoring of risks facing the Association;
- monitoring the performance of the CEO;
- involvement with Board Committees;
- identifying skills required by the Board and considering potential candidates.

You have a duty to understand the Association, its operating environment and financial position and to apply your expertise and skill in the Association's best interests. You are also expected to familiarise yourself with your legal duties as a Director, and the obligations and behaviours expected of you, as set out in the Board Code of Conduct.

You will be asked to sign and return a compliance undertaking agreeing to abide by the Board Code of Conduct, the Association's Constitution and any other policies and procedures determined by the Board.

Time commitments

Your duties as a Director will involve a commitment to attending all scheduled Board and official meetings of the Association. Currently that would typically comprise attendance at:

- minimum of eight (8) Board meetings;
- the Annual General Meeting;
- the Association's Annual Conference; and
- special meeting(s) as required.

In addition, you will be expected to devote appropriate preparation time ahead of each meeting and to attend such ad hoc meetings as may be necessary from time to time.

By accepting this appointment you confirm that you are able to allocate sufficient time to meet these expectations.

Board Committees

You may be asked to serve on one or more Committees and you will be required to attend all meetings of the Committees of which you are a member. From time to time, the Board establishes other Committees or working groups for a particular purpose. Committee membership is reviewed annually.

Governance framework

You should familiarise yourself with the Association's Constitution, Board Charter and policies which govern the conduct of the Board and set out the processes, values and standards of the Board.

Meeting documents

Meeting agendas and relevant documents will be forwarded to you at least four (4) working days prior to scheduled meeting dates. Other routine information will be circulated at regular intervals depending on the Board's requirements. You should take appropriate measures for the security of Board documents in your possession.

Conflicts of interest

The Board is committed to high standards of ethical conduct and accordingly places great importance on transparent disclosure, management and monitoring of existing and potential conflicts of interest.

As a Director you have a duty to disclose, and take reasonable steps to avoid, any conflict of interest (actual or perceived), and shall immediately disclose in writing to the President the existence of any actual or potential conflict of interest. Disclosure of conflicts of interests is a continuing obligation.

You should familiarise yourself with the Association's Conflict of Interest Policy and procedures. You will be asked to complete and return a Conflict of Interest Disclosure Form to declare any personal interests which are or could be perceived to be a conflict of interest in the undertaking of your duties as a Director.

Induction

You have agreed to participate in an induction which will include meetings with myself and the CEO.

You will receive an induction pack of information concerning the Association which will include the Association's Constitution, Board Charter, Board Code of Conduct and Conflict of Interest Policy. You should feel free to request from me any further information which you require.

Continuous improvement and appraisal

You agree that you will participate in:

- continuous education or improvement programs from time to time as determined by the Board as being appropriate for Directors;
- processes of internal and/or external review of individual Directors, Board and Committee performance as may be determined to be appropriate by the Board from time to time.

If there are any issues which cause you concern about the Board or your individual performance, or the performance of any Committee, you should feel free to raise it with me at any time.

Confidentiality

All information obtained during your appointment is confidential. You are asked to respect the appropriate confidentiality of the content of Board papers, discussions, decisions and related correspondence, and not make improper use of information acquired as a Director. You are expected to abide by the confidentiality requirements outlined in the Board Code of Conduct.

We look forward to welcoming you to our Board. Please feel free to contact me on <number> or the CEO on <number> if you have any queries in relation to the above.

Congratulations once again on your appointment.

Yours sincerely,

<Name>

President

Little Athletics Association of Victoria

Acknowledgement

I <name> hereby accept the terms of appointment set out in this letter.

.....
Signature

.....
Date

<This is a template letter of appointment. Actual terms may vary when necessary or as agreed with individual Directors>

5.3 DIRECTOR DECLARATION

I, (insert full name).....
consent to act as a Director for Little Athletics Association of Victoria ("Association") in accordance with the *Association Incorporations Reform Act 2012*, the Association's Constitution and policies, charters and procedures of the Association. I understand that failure to abide by the policies, charters and procedures of the Association may result in my removal from the Board.

I give notice of the following:

- (insert given names and surname)
- (insert any former names)
- (insert date and place of birth)
- (insert address)

I declare that I am not insolvent under administration nor have I been declared as bankrupt or subject to an arrangement under Part 10 of the *Bankruptcy Act 1966* of the Commonwealth of Australia.

I am an individual of good reputation and character and have not been the subject of professional sanction or criminal charges relating to offensive behaviour, workplace or online bullying, property damage, sexual harassment or racial vilification either in Australia or a foreign country. I have not been charged with or convicted of any offences relating to dishonesty, fraud, financial markets-related conduct or money laundering;

Declared at (place) on
(date)

..... (signature of declarant) in the presence of a witness, who states:

I, (insert full name).....
have known the person for at least 12 months and have confirmed the person's identity using an identification document and the document I relied on was

..... (describe identification document relied on)

Signed: (signature of authorised witness)

Date:

<This is a template Director Declaration acknowledgement>

5.4 BOARD CODE OF CONDUCT

Introduction

This Board Code of Conduct ("Code") governs the conduct of Directors while conducting the affairs of Little Athletics Association of Victoria ("Association").

Compliance with laws

Directors are expected to comply, at all times, with all laws governing the operation of the Association.

Performance of duties

All Directors must conduct the business of the Association with the highest level of ethics and integrity when dealing with members, suppliers, stakeholders and each other.

Directors must at all times exercise a reasonable degree of care and diligence in the protection of the interests of members, and not use their position to gain, directly or indirectly, an advantage for themselves or any other person or to cause detriment to the Association.

Directors must act:

- ethically, honestly, responsibly, diligently and in good faith;
- in full compliance with the Association's Constitution, the letter and spirit of the law and this Code;
- with due care and diligence in fulfilling the functions of the office and exercising the powers attached to that office for the proper purpose;
- to promote and encourage diversity, equity and inclusiveness;
- to consider age, gender, culturally and linguistically diverse persons and people with a disability in decision making;
- when addressing issues in a confident and firm, yet friendly manner;
- professionally;
- using judgement, common sense and tact when discussing issues;
- ensuring others are given a reasonable opportunity to put forward their views;
- in the best interests of the members as a whole and not represent individual constituents;
- in the best interest of the Association;
- within the Little Athletics Australia (LAA) guidelines that govern the Association.

Breach of the Code or other applicable laws

In accordance with the *Association Incorporations Reform Act 2012*, an officer of the Association must at all time act honestly in the exercise of the powers and the discharge of the functions of his or her office.

Any breach of applicable laws, prevailing business ethics or other aspects of the Code will result in disciplinary action. Such disciplinary action may include (depending on the severity of the breach) reprimand, formal warning, demotion or termination of office.

Similar disciplinary action will be taken against any Association staff who directly approves of such action or has knowledge of the action and does not immediately take appropriate remedial action.

Reporting breaches

All Directors are required to report immediately any circumstance that may involve a deviation from this Code or other applicable laws to the President or CEO.

Political contributions

Political contributions (for example, any government official, political party or political candidate) must not be made directly or indirectly on behalf of the Association without prior Board approval.

Prohibited payments

Inducements, bribes, kickbacks or other illegal payments of any kind must not be made to any government official, customer, supplier or any other party in connection with obtaining orders or favourable treatment or for any other purpose.

Directors must not seek or accept any type of compensation, fee, commission or gratuity from a third party in connection with the operations of the Association.

Circumstances where receiving a gift is prohibited

Directors must not give, seek or accept in connection with the affairs of the Association any gift, entertainment or other personal favour, which goes beyond common courtesies associated with ethical and industry practice.

The token value threshold for acceptable gifts, services, benefits, hospitality or entertainment is \$100.00.

Protection of assets

Directors are responsible for taking all prudent steps to ensure the protection of the Association's assets and resources. In particular, care should be taken to minimise the possibility of theft of Association property by any person.

Association owned or leased assets and resources are to be used for the purposes of Association business and in accordance with appropriate authorisations. Computer programs and databases or any part of them are not to be copied, or removed from the Association.

Accounting records

Directors must ensure that all Association accounting records accurately and fairly reflect in reasonable detail the underlying transactions of the Association and of all changes in the Association's assets or liabilities and any disposal of Association assets.

Accounting records must be maintained in accordance with generally accepted accounting principles and the financial and accounting policies issued by the Association.

Confidential Information

Directors may, while undertaking activities for the Association receive or originate confidential information. Such information must be retained within the Association.

Directors must not divulge to any source confidential member information or Association information that is available to them in the performance of their duties. Such information must not be used for the benefit of Directors of the Association or for the benefit of others.

On ceasing to be a Director of the Association or on the request of the Board by way of resolution, the Director must return any or all confidential information to the CEO for destruction.

A Director has the right to retain copies of any specific Board documents necessary for the purpose of taking any action relating to any liability which is current or contemplated. Any Board document or copies taken must be returned to the CEO as soon as possible after they are no longer required for that purpose.

The definition of 'confidential information' may include but not be limited to: trade secrets, intellectual property, computer access codes, Board papers, personal knowledge or information of the Association or its members.

Unauthorised statements

Directors must not, without authority, directly or indirectly state that they represent the Association or its public position in respect of any matter.

Directors must not directly, or indirectly, engage in any activity, which could by association cause public embarrassment or damage to the Association.

With this in mind, as Directors may receive items of correspondence from members or other parties in their capacity as Directors, it is important that any responses are consistent with Association policies and operations and do not provide opportunity for potential conflicts.

To assist in achieving this outcome, any reply from a Director to a member or other party must:

- be on Association letterhead;
- be verified by the President or CEO;
- be signed by an individual Director;
- confirm that actions are being taken on the issue raised if appropriate.

A copy of the original correspondence together with the reply will be retained in Association records ('Directors' Correspondence' file). The CEO will provide assistance in the reply as may be deemed appropriate.

Copyright

Any works as defined by *Copyright Act 1968*, including the computer programs created by Directors of the Association while undertaking activities for the Association, shall be property of the Association.

Such work shall not be published or used for any purpose without the written consent of the Association.

Dealing with auditors

Directors must fully co-operate with the internal and external auditors.

False or misleading statements must not be made to internal or external auditors, and relevant information must not be concealed from the internal or external auditors.

Conflict of Interest

Directors must adhere to the Conflict of Interest Policy.

Briefly, that policy states they are not to use their position for personal benefit independent from the business of the Association or to benefit any other business or person.

Directors must not engage directly or indirectly in any outside activity involving commercial contact with, or work for the benefit of, Association's members, customers, suppliers or competitors without the prior written consent of the President.

Directors must declare actual, potential or perceived conflicts of interest, which may exist or might reasonably be thought to exist for evaluation by the Governance Committee.

During a meeting of the Board, whilst such a conflict exists or may exist the Director must leave the room while any issue relating to that conflict is discussed unless the Director has taken steps to remove that conflict. Furthermore, the Director with potential conflict must not vote on the matter being decided.

Board resolutions

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

The Board will always work towards reaching a consensus on all matters in the first instance. Outside the boardroom, Directors will support the letter and spirit of the Board decisions in discussions with all members and other stakeholders.

Working with Children Check (WWC Check)

Directors are required to obtain a WWC Check as they engage in volunteer child-related work which involves direct contact with children

Compliance Undertaking

I, (insert full name).....

agree to abide by this Board Code of Conduct, the Association's Constitution and any other rules, policies and procedures determined by the Board. I acknowledge that a breach of this undertaking may result in me being removed from the Board in accordance with the Association's Constitution.

Signed:

Date:

<This is a template Board Code of Conduct and Compliance Undertaking acknowledgement>

5.5 CONFLICT OF INTEREST DISCLOSURE FORM

CONFLICT OF INTEREST DISCLOSURE FORM

I, (insert full name).....
hereby declare the following personal interests which are, or could be perceived to be a conflict of interest in the undertaking of my duties as a Director of Little Athletics Association of Victoria.

Please provide a brief outline of the nature of the conflict. Describe all the relevant information and circumstances that you consider may give rise to a real or perceived conflict of interest (consider the nature of your work, personal or private interests that may directly or indirectly influence and/or benefit you or others, relationships with other parties etc.)

I, (insert full name).....

- am fully aware of my obligations under the Conflict of Interest Policy; will take reasonable steps to avoid any conflict of interest in carrying out my duties, and will disclose any potential conflicts of interest if they emerge in the course of my duties;
- agree to update this disclosure throughout the period during which I serve as a Director on the Association Board until such time as the conflict ceases to exist;
- agree to comply with any conditions or restrictions imposed by the Board to manage, mitigate or eliminate any actual, potential or perceived conflict of interest.

Signed:

Date:

<This is a template Conflict of Interest Disclosure Form>

SECTION 6 – CHARTER ADMINISTRATION

6.1 REVIEW AND APPROVAL

Owner	CEO
Effective Date	17 April 2018
Board Approval	17 April 2018
Date of Last Review	17 April 2018
Frequency of Review	Annually
Next Scheduled Review	June 2019
Regulator (if applicable)	N/A
Compliance Mechanism	N/A
Board Committee Review	Governance Committee
Approval Body	Board
Related Policies/Charters	Audit, Finance and Risk Committee Charter Governance Committee Charter Performance and Remuneration Committee Charter Nominations Committee Charter Conflict of Interest Policy Policy & Code of Practice
Supporting Procedures/ Guidelines	Nil

SECTION 7 - DOCUMENT HISTORY

7.1 VERSION CONTROL

Date	Version #	Action Taken / Updates
13 September 2017	1.0	Initial draft to replace and repeal Regulation 12 – Duties of Directors. For discussion
14 September 2017	1.1	Amend spelling mistakes identified by CEO
21 September 2017	1.2	Inclusion of Regional Advisory Committee at sections 2.6 and 2.7 and amend Directors' "honorarium" to "remuneration" based on September 2017 circular resolution.
8 February 2018	1.3	Incorporate feedback from Manager Strategic Projects, Vicsport as part of LAVic Governance Review Project
28 March 2018	1.4	Incorporate feedback from Board and Management
17 April 2018	1.5	Finalised and approved
17 July 2019	1.6	5.1 Delegation of Authority Schedule updated.