

Board Charter



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1. Purpose

- 1.1 The Board is responsible for the overall governance of Touch Football Australia Limited (**TFA**). This Board Charter (**Charter**) sets out the role, responsibilities, structure and processes of the TFA Board.
- 1.2 The Charter has been prepared and adopted on the basis that strong corporate governance can add to the performance of TFA, creates Member value, and engenders the confidence of the touch football community in Australia.
- 1.3 The matters set out in this Charter are subject to TFA's Constitution, the Corporations Act 2001 (Cth) (**Corporations Act**) and applicable law.
- 1.4 The Charter supersedes the Board of Director Handbook.

2. Board Role and Responsibility

2.1 Role of the Board

The role of the Board is to:

- (a) represent and serve the interests of Members by approving, overseeing and appraising TFA's strategies, policies and performance and ensuring appropriate financial and human resources are in place to support TFA in meeting its strategic objectives;
- (b) protect and optimise TFA's performance and build sustainable value for Members in accordance with applicable duties and obligations and within a framework of prudent and effective controls that enable risk to be assessed and managed.

2.2 Board Responsibilities

The responsibilities of the Board include but not limited to:

- (a) setting TFA's vision and values;
- (b) contributing to Management's development of TFA's strategy and approving the strategy, including defining TFA's purpose, setting the strategic objectives and approving operating budgets;
- (c) monitoring performance (financial and non-financial) and Management's implementation of TFA's strategy;
- (d) setting TFA's risk appetite, within which the Board expects Management to operate in the execution of TFA's strategic and business objectives;
- (e) appointing, setting performance objectives for, evaluating the performance of, determining the remuneration of, removal of, and planning succession of, the CEO;
- (f) reviewing annually TFA's diversity initiatives and objectives, and progress towards their achievement;
- (g) as it relates to ESG:
 - (i) understanding and monitoring key risks to TFA in the areas of workplace health and safety (WHS) and environmental issues;
 - (ii) reviewing and monitoring the effectiveness of the above framework; and
 - (iii) reviewing and monitoring TFA's strategic and operational approach to sustainability, as well as its activities in the community.
- (h) approving major capital expenditure, acquisitions, divestments, partnerships and business ventures, and overseeing capital management pursuant to the Delegations of

Authority;

- (i) reviewing and approving TFA's policies including the Code of Conduct and Whistleblower Policy;
- (j) receiving information regarding material breaches or incidents under TFA's policies;
- (k) evaluating, at least annually, the performance of the Board, its Committees and individual Directors; and
- (l) performing such other functions as are prescribed by law or nominated by the Board from time to time.

2.3 Board Effectiveness Performance Assessment

- (a) The Board considers the ongoing development and improvement of its own performance as a critical input to effective governance. Therefore, on an annual basis, Directors will provide feedback in relation to the performance of the Board, its Committees and individual Directors against a set of agreed criteria.
- (b) Where appropriate to facilitate the review process, assistance may be obtained from third party advisers.

3. Board Structure and Composition

3.1 Composition of the Board

- (a) The Constitution sets out the composition of the Board. In short, the Board shall comprise of:
 - (i) five (5) independent Elected Directors who must be all Individual or Life Members; and;
 - (ii) up to two (2) independent Appointed Directors who need not be Individual or Life Members. For as long as the Australian Rugby League Commission (ARLC) is a recognised partner of TFA, the Appointed Directors shall be nominated by the ARLC and may be appointed by the Elected Directors as the Appointed Directors.
- (b) The Chair of the Board is elected by the Elected Directors and will hold office for such term as is determined by the Elected Directors.
- (c) The Constitution sets out that each:
 - (i) Elected Director will serve a term of three (3) years, at which time they may elect to stand for re-election. No Elected Director may serve more than three (3) successive terms.
 - (ii) Appointed Director will serve a term as determined by the Board but not to exceed three (3) years. No Appointed Director can serve more than two (2) terms as an Appointed Director however, subject to the Constitution, is otherwise eligible to be elected as an Elected Director position.
- (d) A director's position becomes vacant if any of the circumstances prescribed under the Corporations Act or the Constitution arise, including if a director:
 - (i) is prohibited from being a director by virtue of the Corporations Act;
 - (ii) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
 - (iii) resigns from office;
 - (iv) accepts appointment to, or become the holder of a disqualifying position (as

- defined in the Constitution);
- (v) is not present personally at three consecutive meetings of directors without leave of absence from the Board; or
- (vi) is removed from office by resolution of the members in accordance with the Corporations Act.

4. Directors Duties and Conduct

4.1 Directors Duties

Directors must at all times act in accordance with legal and statutory requirements, and properly discharge all their duties as directors, including:

- (a) acting in good faith and acting honestly, in the best interests of TFA;
- (b) using their powers of office for proper purpose;
- (c) acting with required care, skill and diligence, demonstrating reasonableness in their decisions;
- (d) not making improper use of information gained through their position with TFA;
- (e) understanding TFA's finances in order to reach a reasonably informed opinion of its financial capacity;
- (f) not permitting TFA to engage in insolvent trading;
- (g) making reasonable enquiries to ensure that TFA is operating efficiently, effectively and legally toward achieving its goals;
- (h) understanding collectively the risks to TFA;
- (i) undertaking diligent analysis of all proposals placed before the Board;
- (j) making independent assessments of information or advice from a competent and reliable individual, before relying upon it; and
- (k) exercising independent thinking and judgement in the discharge of their responsibilities.

4.2 Director Conduct

- (a) In carrying out its responsibilities and exercising its powers, the Board recognises its overriding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of TFA.
- (b) Each Director will adhere, in good faith, to the TFA Director Code of Conduct (**Code**) set out in **Appendix 1**. The Code provides a set of behavioural standards that Directors are expected to meet in both Board and Committee meetings as well as with any interactions outside the Boardroom, including with Members and the broader touch football community.

4.3 Director Independence

- (a) The Board only considers a Director to be independent where he or she is free of any interest, position, association or relationship that might influence, or might reasonably be perceived to influence, in a material respect his or her capacity to bring independent judgment to bear on issues before the Board and to act in the best interests of TFA and its Members generally. The Board has adopted a definition of independence based on that set out in **Appendix 2**.
- (b) All Directors, whether independent or not, are required to act in the best interests of TFA, and to exercise unfettered and independent judgment.
- (c) The Board regularly reviews the independence of each Director in light of information

relevant to this assessment as disclosed by each Director to the Board.

4.4 Conflicts of Interest

- (a) Directors have a duty to act honestly and in the best interests of the company and not to misuse position or information to gain unfair advantage, and to disclose conflicts of interest. Potential conflict of interests of Directors may include:
 - (i) holding a position within TFA's membership
 - (ii) a contract with TFA (e.g. supply of services);
 - (iii) related party loans, guarantees and other transactions;
 - (iv) insider trading (e.g. share trading in other corporations using confidential information sourced from TFA); or
 - (v) profiting from an opportunity that rightfully belongs to TFA.
- (b) To manage conflict of interests in accordance with the requirements of the Corporations Act, the Board requires the following guidelines to be adhered to by Directors:
 - (i) inform the Chair of any proposed board or executive appointments they are considering to undertake;
 - (ii) declare existing or potential material conflicts to the Company Secretary when appointed and on an ongoing basis as the need arises to enable the Company Secretary to maintain a register of Director's interests and potential related party conflicts.
 - (iii) provide an annual declaration to the Company Secretary for the purpose of updating the register of interests and related party transactions;
 - (iv) when a conflict of interest arises, leave the Board meeting and not vote on any resolution that relates to the conflicted issue, unless the Directors who do not have a material interest in the matter have passed a resolution that identifies the Director, the nature and extent of the Director's interest in the matter and their relationship to the affairs of TFA and states that the interest should not disqualify the Director from voting on the issue;
 - (v) if a Director has provided notice on a material conflict the Company Secretary will ensure that the Director does not receive Board papers or other information related to the conflict; and/or
 - (vi) no financial benefit can be given to a related party of a Director (including spouse, a de facto spouse, parents, children and certain related corporate entities) unless approved by the Board.
- (c) The Company Secretary will arrange to provide a standing notice about an interest and will record it in the Board minutes.

4.5 Confidential Information and External Communication

- (a) All confidential information received by a Director during the exercise of the director's duties remains the property of the TFA and is not to be disclosed, unless that disclosure has been authorised by the Board, or is required by law.
- (b) Pursuant to this Charter, the Chairperson will speak for the Board. Individual Board members are expected not to communicate on behalf of the Board or TFA without prior consultation with the Chairperson.

4.6 Induction and Training

- (a) Directors are expected to participate in all induction and orientation programs to assist them in becoming familiar with TFA, its managers and its business following their appointment.
- (b) Directors may, with the approval of the Chairperson, undertake appropriate professional development opportunities (at the expense of TFA) to maintain their skills and knowledge needed to perform their role.

4.7 Guidelines for Breaches

If the Board has reasonable grounds to suspect that a Director may have breached this Charter, the Board may elect to investigate the matter (including by way of appointing a third party). Without limiting the Member's rights under the Constitution or the operation of the Corporations Act, if the Board considers that a Director has breached this charter, the Board may ask the Director to resign from their position. If the Director does not agree to resign the matter will be referred for further mediation and consultation with appropriate professionals and the Board may resolve to seek a resolution of the Members to remove the Director.

5. Director Protection

5.1 Access to Documents

A director has both a common law and a statutory right to inspect the documents of TFA. Directors are entitled to access to financial records at all reasonable times. Access to documents can be made through the Company Secretary at no cost to the Director.

5.2 Access to Professional Advice

- (a) Directors have the right in connection with their duties and responsibilities to seek independent professional advice at TFA's expense, subject to:
 - (i) prior approval of the Chairperson or the Board; and
 - (ii) information so obtained is shared with all Directors as appropriate.
- (b) Directors must ensure that the costs are reasonable.

5.3 Indemnity

- (a) Each Director will execute a deed of access and indemnity with TFA in which FA provides an indemnity to the Directors to the extent they are indemnified under the Corporations Act. Specifically:
 - (i) each Director or retired Director is indemnified against liability the Director may incur to another person (other than TFA);
 - (ii) the indemnity includes costs and expenses incurred in legal proceedings;
 - (iii) in accordance with the law a Director is not indemnified for any liability arising out of negligence or lack of good faith;
 - (iv) if the Director or retired Director has incurred a liability to which the indemnity applies then the Director need not incur any expenses before enforcing the right to the indemnity;
 - (v) where the indemnity covers a claim against a Director, TFA is entitled to assume the conduct, negotiation or defense of the claim and the Director must co-operate with TFA in relation to the claim; and
 - (vi) in certain limited circumstances a Director may engage separate legal advisors.
- (b) The Company Secretary is available to clarify any issues arising from the deed of access and indemnity.

5.4 Directors' Reimbursement

- (a) Directors are to be reimbursed for out-of-pocket expenses incurred by them in carrying out their duties as Directors.

5.5 Directors and Officers Insurance

- (a) Written details of the Directors and Officers Insurance policy will be provided to the Board each year. Each Director is required to truthfully answer all questions in the insurer's proposal document and to disclose any information to the insurer which would be relevant to the insurer's assessment of the risk.
- (b) TFA has agreed to pay the Directors & Officers Insurance premiums and not to do anything which may prejudice this charter.
- (c) Each Director must as soon as practicable notify the Company Secretary if they become aware of any matter that may give rise to an actual or potential claim, or of any circumstances that may lead to such a claim.

6. Chairperson

6.1 Role of Chairperson

The Chair is an independent Elected Director appointed by the Elected Directors to provide leadership and other functions including:

- (a) represent the Board to the Members and communicates the Board's position;
- (b) promote constructive and respectful interactions between the Directors;
- (c) maintain effective communication between the Board and Management;
- (d) ensure the efficient organisation and conduct of the Board's function;
- (e) approve Board agendas and ensuring adequate time is available for the consideration of all agenda items;
- (f) brief all Directors in relation to issues arising at Board Meetings which they are not present at; and
- (g) subject to any conflict of interest, chair General Meetings of TFA.

6.2 Role of Deputy Chairperson

- (a) The Elected Directors may but are not required to elect a Deputy Chairperson. If elected, the Deputy Chairperson will work closely with and support the Chairperson. The Deputy Chairperson will undertake the duties and responsibilities of the Chairperson if the Chairperson becomes unavailable for any reason and any other duties as nominated by the President/Chair and/or Board.
- (b) If the Chairperson role becomes vacant the Elected Directors, in accordance with the Constitution, must thereafter take all necessary steps to formally appoint one of its own to the office of Chairperson.

7. Company Secretary

- (a) The Board will appoint at least one Company Secretary who is responsible for coordination of all Board business, including agendas, board papers, minutes, communication with regulatory bodies, and all statutory and other filings.
- (b) The Company Secretary is accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board.
- (c) All Directors will have direct access to the Company Secretary.

8. Delegation of duties and powers

8.1 Delegation to Committees

- (a) The Board from time to time establishes Committees to streamline the discharge of its responsibilities.
- (b) The Board adopts a formal charter for each standing Committee setting out the matters relevant to the composition, responsibilities and administration of the Committee.
- (c) The permanent standing Committees of the Board are the Audit and Risk Committee and the Nominations Committee.
- (d) The Board may also delegate specific functions to ad hoc Committees on an 'as needs' basis.
- (e) A Committee has the authority to determine matters in line with the delegated authority prescribed to it.
- (f) Any decision made by a Committee will be reported back to the Board by the Chair of that Committee at the next Board meeting.
- (g) Subject to any conflicts of interest, Directors will have access to each of the relevant Committee's materials, including Minutes.
- (h) All Directors are entitled to attend Committee meetings, subject to any conflicts of interest.

8.2 Delegation to management

- (a) Under the Constitution, the business of TFA is to be managed by or under the direction of the Board. The Board has specifically reserved some matters for its decision and delegates to the CEO authority for all other matters that are necessary for the day-to-day operation of TFA.
- (b) The Board approves strategic objectives for the CEO to work towards and, jointly with the CEO, develops the duties and responsibilities of the CEO.
- (c) The CEO and Leadership Team (LT) (being comprised of the CEO and other personnel to whom the management function is properly delegated by the CEO):
 - (i) is responsible for implementing strategic objectives, plans, budgets, policies, processes and a Code of Conduct approved by the Board; and
 - (ii) is responsible for implementing policies, processes and procedures for the management and development of TFA's employees;
 - (iii) is responsible for ensuring that the Board is provided with sufficient information in regards to TFA's operations, on a timely basis, in a form and of a quality that will enable the Board to fulfil its governance responsibilities and discharge its duties effectively; and
 - (iv) is accountable to the Board for matters within its delegated authority and for complying with any limits on that authority, including complying with the law and TFA policies.
- (d) The Board is responsible for satisfying itself that the Board reporting framework is appropriate.
- (e) The Board will regularly monitor the performance of the CEO and LT and where required, provide feedback to and challenge the CEO and LT.
- (f) Additional delegations may be made from time to time by resolution of the Board to the CEO and may be temporary or ongoing in nature.

9. Risk Management

- (a) It is the Board's role to establish a sound system of risk oversight and management and

internal control.

- (b) The Board has established a risk management framework which is overseen by the Audit and Risk Committee. The core elements of the risk management framework are:
 - (i) the identification of key business risks;
 - (ii) the measurement of each risk in terms of potential impact and likelihood of occurrence;
 - (iii) the development of action plans to manage the risk; and
 - (iv) regular monitoring, auditing and training.
- (c) The Board regularly reviews the key risks identified by management through the Audit and Risk Committee.
- (d) The Board ensures that TFA, at all levels, supports a culture that exhibits acceptable behaviours that are consistent with the agreed risk appetite.

10. Board Meetings

10.1 Board and Committee Annual Forward Plans

- (a) Through the Company Secretary, the Board and each Committee will establish annual forward plans (Forward Plans). The Forward Plans should be seen as the Board and Committee's compliance tool for all forecastable legal/regulatory, policy or best practice items to be addressed during the year. It should also align with the operating model of TFA and will dictate the dates, times and locations of scheduled Board meetings in the upcoming year.
- (b) The Forward Plans are to be approved by the Board or respective Committee prior the commencement of each calendar year.

10.2 Board Meeting Operations

- (a) All Board meetings must be conducted in accordance with TFA's Constitution.
- (b) Any Director may convene a meeting of the Board by contacting the Chairperson or the Company Secretary.
- (c) The Company Secretary must distribute the agenda and any Board papers to the Directors at least one week prior to each Board meeting.
- (d) In consultation with the Chairperson, any Director may request that an item be added to the agenda for a Board meeting.
- (e) The Board may request or invite Management or external consultants to attend Board meetings, where necessary or desirable.
- (f) Directors will periodically meet without Management present.
- (g) Where deemed appropriate by the Board, meetings and subsequent approvals and recommendations may occur by written resolution or conference call or other electronic means of audio or audio-visual communication.

10.3 Minutes

- (a) The Company Secretary must prepare draft minutes of each Board meeting and promptly provide them to the Directors for review after each Board meeting.
- (b) Once the draft minutes have been reviewed by the Chairperson, the draft minutes must be tabled at the next Board meeting for final review and approval.

10.4 Time and Participation in Meetings

It is expected that Directors undertake the following:

- (a) devote sufficient time to properly perform their duties and to assist the Board in carrying out its responsibilities;

- (b) attend Board meetings, query, request information, raise any issue which is of concern to them, fully canvass all aspects of any issue confronting and cast their vote on any resolution according to their own judgement;
- (c) attend General Meetings, strategy days, Committee meetings and key stakeholder events or functions; and
- (d) to keep confidential Board discussions, deliberations and decisions except where decisions are required to be publicly disclosed.

10.5 Decisions of the Board

- (a) The Board will make decisions in alignment with TFA's values, ensuring that all actions and behaviors during its deliberations are in line with the Code. This approach reinforces the Board's commitment to upholding high standards of governance.
- (b) Decisions of the Board are decided by a majority of votes of directors present and entitled to vote. A quorum for Board meetings is four (4) Directors.
- (c) Each director has one vote. In the case of an equality of votes on a resolution at a Board meeting, the Chairperson will not have a casting vote and the resolution will not have passed.

11. Relationship with Members

- (a) The Board is committed to building positive relationships with the Members. To this end, the Board will continuously review commercial, governance, political or other external matters that may impact on the development of the sport or interests of Members, and if necessary, may take advice, in a collaborative manner, on these matters.
- (b) The Board encourages Members to actively effective participate at TFA General Meetings and other stakeholder forums for the betterment of touch football.
- (c) The Board provides the Members and other stakeholders with a comprehensive annual report outlining how they fulfilled their governance role, the achievements of TFA, the progress against its strategy and sufficient financial information so that Members can make a judgment as to how effectively the Board is fulfilling its role.

12. Consistency with Constitution

This Charter is binding on the Board and each of the Directors. To the extent that there is any inconsistency between this Charter and the Constitution, the Constitution will prevail.

13. Charter Review

The Board reviews this charter regularly and makes changes, as necessary. The Company Secretary is responsible for monitoring and maintenance of this charter.

Appendix 1

Director Code of Conduct

The purpose of this Code of Conduct (**Code**) is to outline the type of behaviour that Touch Football Australia (TFA) expects and requires from its Directors. It also outlines principles and guidelines for the ethical and professional conduct of Directors in effectively carrying out their duties.

General Principles

Directors of TFA must:

- (a) actively demonstrate TFA's values and behaviours, embedding these into discussions, decisions, policies, and actions, and calling out behaviour which goes against these values.
- (b) act honestly and in good faith in the interests of TFA as a whole
- (c) exercise the degree of care, skill and diligence that a reasonable person in a like position would exercise in TFA's circumstances
- (d) exercise powers granted to them honestly and for the purposes for which they were conferred and not for ulterior purposes
- (e) avoid any actual or potential conflict between the obligations owed to TFA and their personal interest or other duties
- (f) not disclose any information that is obtained through their position that is confidential
- (g) disclose advantages or business opportunities acquired in the course of their role
- (h) prevent insolvent trading by TFA
- (i) be independent in judgment and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Directors
- (j) prepare for Directors' meetings
- (k) make reasonable enquiries at Directors meetings to ensure that TFA is operating efficiently, effectively and legally towards achieving TFA's strategic objectives
- (l) undertake diligent analysis of all proposals and matters placed before the Directors
- (m) acknowledge and embrace decisions of the Directors when communicating with third parties, irrespective of their own personal views
- (n) treat colleagues, members and employees of TFA with respect, courtesy, honesty and fairness, having proper regard to their interests, opinions, rights, safety and welfare
- (o) show respect for the opinions of other Directors and allow each Director a fair and reasonable opportunity to contribute to discussion and decision making
- (p) not engage in conduct that would likely bring the Director or TFA into disrepute, or would constitute conduct unbecoming of a Director of TFA
- (q) not abuse, harass, bully, intimidate, discriminate, threaten or victimise other Directors, colleagues, members and/or employees of TFA
- (r) promote and encourage diversity, equality and inclusiveness in decision making and throughout TFA; and
- (s) comply with the spirit as well as the letter of the law and the principles in this Code.

Breach of this Code

A breach of this Code may be considered serious misconduct and require formal investigation and further action being taken. It may result in detriment to TFA and the Director may be liable for their actions under civil and criminal laws. A Director may also be asked to resign.

Director Declaration

- I have read and understand the TFA Directors Code of Conduct
- I acknowledge that I must ensure that any personal interests or roles do not influence or interfere with the proper performance of my duties in the best interests of TFA
- I agree that I have an ongoing obligation to comply with the TFA Directors Code of Conduct.

Name	Signature	Date

Appendix 2

Independence

A director of TFA should only be seen as independent if they are free of any interest, position or relationship that might influence, or reasonably be perceived to influence their judgment on board matters.

All Directors, whether elected or appointed are to act in the best interests of the sport as a whole rather than in the interests of an individual or other stakeholder.

Examples of interests, positions and relationships that might raise issues about the independence of a director are:

1. Is, or has been, employed in an executive capacity by the sport or a constituent body and there has not been a period of at least three years between ceasing such employment and serving on the board.
2. Is, or has been within the last three years, in a material business relationship (e.g., as a supplier, professional adviser, consultant or customer) with the entity or a constituent body or is an officer of, or otherwise associated with, someone with such a relationship
3. Is, represents, or has been within the last three years an officer or employee of, or professional adviser
4. Holds a position on the Board or Committee of a voting Member
5. Has close personal ties with any person who falls within any of the categories described above
6. Are not elected by the members to represent any constituent body

In each case, the materiality of the interest, position or relationship needs to be assessed by the Board to determine whether it might interfere, or might reasonably be seen to interfere, with the director's capacity to bring an independent judgement to board matters.

A Director should disclose to the Company Secretary all interests, positions and relationships that may affect their independence and make known at the earliest opportunity if their situation changes. The Board will regularly assess the independence of each director. That assessment should be made at least annually or around the time that the Board (or the Nomination Committee) considers candidates for election or re-election to the Board.