

**OFFICIAL**



AUSTRALIAN  
**DODGEBALL**  
FEDERATION

# **GOVERNANCE FRAMEWORK**

## Board Charter

**Commencement date:** Feb 14, 2024

**Policy to be reviewed by the Australian Dodgeball Federation  
July 2025**

## Summary

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The purpose of a board charter is to clearly define the respective roles, responsibilities and authorities of the Australian Dodgeball Federation's board of directors (both individually and collectively) and management in setting the direction, the management and the control of the organisation.

## Purpose of Charter

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1. The Board Charter sets out the role, composition and responsibilities of the Board of Directors ("the Board") of the Australian Dodgeball Federation (ADF).
2. The conduct of the Board is also governed by our Constitution, a copy of which is located here.

## Purpose of the Board

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1. The Board has two overarching purposes, performance and compliance:
  - a. **Performance:** assist the organisation to perform to its best potential

### Strategy and policy

- approve Vision/mission and ensure it is embedded into the organisation's operations
- approve strategic plan and policies and monitor regularly

### Accountability

- overall performance of the organisation
- board evaluation, succession planning
- report outcomes to stakeholders

### Public Relations

- represent and participate
- keep stakeholders informed
- project a strong and positive image
- promote the vision
- facilitate cohesion
- protect the interests of stakeholders
- speak with one voice regarding Board decisions

### Risk management

- Ensure up-to-date and effective risk profile and management strategy
- monitor critical risks

**b. Compliance:** conform with or exceed all legal requirements.

### **Legal**

- monitor constitution
- comply with directors' responsibilities
- comply with laws
- monitor insurance requirements

### **Accountability**

- monitor financials
  - compliance audits
- 1.1. The Board, while meeting its responsibilities, is mindful of the organization's mission and the objects of the organisation as embodied in its Constitution.

## **2. Roles and Responsibilities**

**2.1.** The following key roles of the board are as described below

### **Role of the Chair/President**

The Chair is considered the "lead" Director and utilises his/her experience, skills and leadership abilities to facilitate ADF's governance processes and ensure the success of ADF. The role of the Chair is also to provide leadership and direction to the Board, Committees, Commissions and other committees as necessary and optimise the relationship between the Board, staff, Members and the broader community/stakeholders.

### **Role of the Secretary General**

The ADF's Secretary is appointed by the Board in accordance with the Constitution, and is charged with facilitating BA's governance processes. The ADF's Secretary holds primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively as well as compliance duties under the Corporations Act. The ADF's Secretary is accountable to the Board, through the Chair, on all governance matters and reports directly to the Chair.

**2.2.** The Board has delegated authority for the operations and administration of the organisation to the President (Chairman).

**2.3.** The functions of the Board are to:

- 2.3.1.** Provide effective leadership and collaborate with the Executive management team in:
- articulating the organisation's values, vision, mission and strategies

- developing strategic (direction) plans and ordering strategic priorities
  - maintaining open lines of communication and promulgating through the organisation and with external stakeholders the values, vision, mission and strategies
  - developing and maintaining an organisation structure to support the achievement of agreed strategic objectives
- 2.3.2. Review and agree the business (action) plans and annual budget proposed by the Executive management team
- 2.3.3. Monitor the achievement of the strategic and business plans and annual budget outcomes
- 2.3.4. Establish such committees, policies and procedures as will facilitate the more effective discharge of the Board's roles and responsibilities
- 2.3.5. Ensure, through the Board committees and others as appropriate, compliance obligations and functions are effectively discharged
- 2.3.6. Initiate a Board self-evaluation program and follow-up action to deal with issues arising and arrange for directors to attend courses, seminars and participate in development programs as the Board judges appropriate
- 2.3.7. Ensure that all significant systems and procedures are in place for the organisation to run effectively, efficiently, and meet all legal and contractual requirements
- 2.3.8. Ensure that all significant risks are adequately considered and accounted for by the Executive management team.
- 2.3.9. Ensure that the organisation has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.

### **3. Membership and Term**

- 3.1. The Constitution provides for a maximum of 11 directors and a minimum of 3 directors (so that a quorum can be formed to transact business at meetings).
- 3.2. The Board consists only of non-executive directors, the majority of whom are independent. That is, no member of the Board may be a member of the paid staff of the organisation.
- 3.3. Directors are free from any interest (where reasonable) and any business or other relationship which could, or could reasonably be perceived to,

materially interfere with the director's ability to act in the best interests of the organisation.

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

#### **4. Board Culture**

- 4.1. The Board actively seeks to have an 'engaged culture' which is characterised by candour and a willingness to challenge.

##### 4.1.1. Agendas

- The agendas of the Board limit presentation time and maximise discussion time.
- There are lots of opportunities for informal interactions among Board members.

##### 4.1.2. Norms

- Board members are honest yet constructive.
- Members are ready to ask questions and willing to challenge leadership.
- Members actively seek out other members' views and contributions.
- Members spend appropriate time on important issues.

##### 4.1.3. Beliefs

- "If I don't come prepared, I will be embarrassed."
- "If I don't actively participate, I won't be fulfilling my responsibility."
- "I'll earn the respect of fellow Board members by making valuable contributions and taking responsibility for what I do."
- "If I can't carry my load, or if I can't agree with what's going on, I should resign."

##### 4.1.4. Values

- The Board serves the community by actively participating in governance.
- The Board is responsible to various stakeholders.
- Board members are personally accountable for what goes on at the organisation.
- The Board is responsible for maintaining the organisation's stature in the sector.
- Board members respect each other.

#### **5. Reporting**

- 5.1. Proceedings of all meetings are minuted and signed by the President or the chairman of the meeting.
- 5.2. Minutes of all Board meetings are circulated to directors and approved by the Board at the subsequent meeting.
- 5.3. Resolutions are first put to the Board in draft form (as a “Motion”).

## **6. Review of Charter**

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