



BASEBALL

QUEENSLAND

GOVERNANCE

M A N U A L

Baseball Queensland Inc

www.baseballqld.com.au

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BOARD CHARTER

ROLE OF THE BOARD

The Board Charter sets out the role, responsibilities, authority, membership, and operations of the Board of Management of Baseball Queensland Inc. and its wholly affiliated members. The Board is accountable to members for the corporate governance and performance of the Association. The Board's primary role is to protect and enhance the value of the Organisation for the benefit of its members and its mission.

MEMBERSHIP

The Board shall be comprised of six Directors and one Commissioner, all of whom are elected by the Members.

DUTIES AND RESPONSIBILITIES OF THE BOARD

The Board will review all matters which are placed before it. The Board will also be able to request the CEO (or other BQ staff) to prepare submissions on issues the Board considers appropriate.

The Board is responsible for the overall governance of the organisation: the leadership and supervision of the organisation's affairs.

The principal functions and responsibilities of the Board are to:

- Approve the Mission (Purpose) of the organisation.
- Approve the Vision (Strategic Direction) of the organisation.
- Approve the Values (Culture) of the organisation.
- Develop, approve, and annually review, the Strategic Plan.
- Approve operational and capital expenditure budgets which align with the Strategic and Operational Plans.
- Approve the overall organisational structure.
- Approve a Risk Management Policy for the organisation and agree the risks which will be reported to, and monitored by, the Board and, the frequency of that reporting.
- Agree the organisational policies that require Board approval compared with those policies and practices which will be approved and reviewed at management level.
- Annually review Board-endorsed policies.
- Monitor the organisation's compliance with regulatory and legal obligations.
- Monitor the performance of the organisation by agreed annual and longer-term key performance indicators, both financial and non-financial (e.g. member and staff attitude ratings).
- Approve and review financial and other reporting.
- Select and appoint the CEO.
- Annually review the performance of the CEO based on pre-agreed objectives and key performance indicators.
- Approve the Annual Report.
- Establish and annually review the composition, powers and functions of any Boards of the Board.
- Fill casual vacancies and appointed Director positions on the Board.
- Annually evaluate the performance of the Board, the Commissioner, individual Directors and Board Boards.
- Make recommendations to the Annual General Meeting on matters where the General Meeting has authority, e.g.
 - the appointment of auditors;
 - the election of Directors;
 - changes to the Constitution (Rules); and
 - receipt of the financial statements.



AUTHORITY

The Board may consider any matter which falls within its role and responsibility, notwithstanding that the particular matter(s) may have previously been referred to and considered by the CEO / management team.

The Board has the power to do all things necessary to perform its duties and fulfil its purpose including:

- review, consider and, if appropriate, approve any matters falling within its delegations; and
- make recommendations to the CEO regarding strategy, risk management, performance, resources, performance, reputation, sustainability, etc.

The Board shall have unlimited access to:

- The CEO/ management team; and
- Other parties, including legal advisors, independent advisors or specialists (engaged directly or indirectly), ensuring that any advice received is independent.

MEMBERSHIP SKILLS AND EXPERIENCE

Directors are required to participate in an ongoing education program to ensure they comply with BQ's Governance Framework.

In addition to the above skills and experience, the Commissioner should have the following skills in order to effectively lead the Board:

- Individual qualities (a commitment to good governance, personal and professional integrity, sound independent judgment and sound business acumen);
- Meeting management skills (agenda creation, create an atmosphere of balanced challenge and debate, encourage participation, ensure that Board decisions are reached through consensus and are properly clarified and recorded, time management skills);
- Leadership skills (ability to bring the Board together to work effectively as a team, ability to ensure stakeholders are adequately informed, deals appropriately with conflicts, addresses differences of opinion); and
- A highly proficient or specialist level of knowledge of business operations, governance and management principles, in the context of a sporting organisation.

Each member of the Board is entitled to rely on the BQ management and staff on matters within their responsibility and on external professionals with regards to matters within their areas of expertise, and may assume the accuracy of information provided by such persons so long as the Director is not aware of any reasonable grounds upon which to question its accuracy.

At least three (3) members of the Board should be able to demonstrate a significant relevant understanding of business administration and corporate governance.

At least one member of the Board should have a significant relevant understanding of the sporting industry.

At least one member of the Board should have a significant relevant understanding of baseball.

MEETINGS

The Board will meet as frequently as required to undertake its role effectively. There will typically be ten (10) meetings per year, but no less than six (6). The Commissioner must call a meeting of the Board if requested by any member of the Board, or the CEO.

The Board may convene Director-only sessions, and decide on attendees to these sessions.

The Board may hold meetings, or permit Directors to take part in meetings, by telephone, video conference, or any another form of communication that allows reasonably contemporaneous and continuous communication between the Directors taking part in the meeting.



A quorum for the Board is a majority of the appointed Directors. If a quorum is not present within 15 minutes after the time set for a meeting, the meeting is adjourned and may be convened to such place and time as the Directors present decide. The Directors will be advised of the new time and place of the meeting.

If the Commissioner is unavailable to attend a meeting, those Directors present shall elect a Commissioner for the duration of the meeting. If the Commissioner is expected to be unavailable for two or more scheduled meetings, the Directors shall appoint an alternate representative to act as Commissioner.

Directors or attendees are required to declare any real, potential or perceived conflicts of interest at each Board meeting.

The Commissioner will determine the manner in which a meeting of the Board will be conducted. A decision of the Commissioner on any matter relating to the conduct of a meeting is final.

All resolutions are to be carried by at least a quorum of members.

A resolution may be made by the Board, other than at a Board meeting, if a quorum of Directors gives written agreement to the resolution. The resolution is taken to have been made on the day that sufficient affirmative responses are received to reflect a quorum.

REPORTING

The Board shall ensure that the CEO receives any information relating to the operation of the organisation which the CEO requires in order to make informed decisions.

BOARD PERFORMANCE

The Board shall perform an evaluation of its performance at least annually to determine whether it is functioning effectively by reference to current best practice.

SECRETARIAT MATTERS

The Board shall appoint/ employ a Secretariat who shall be responsible for keeping minutes of meetings of the Board and circulating them to the Directors and other members of the organisation. The Secretariat shall also be responsible for keeping records of the Board's reports and recommendations.

The Commissioner must ensure that minutes of the meetings and records of the Board's reports and recommendations are kept, and a copy of any of them signed by the Commissioner is to be taken as a true record unless the contrary is proved.

The Secretariat, in conjunction with the Commissioner, will draw up an agenda that will be circulated with the papers at least five working days prior to each meeting. All material must be in a form stipulated by the Board.

Administrative support may also be provided by BQ staff with the approval of the CEO.

Should the Commissioner of the Board be absent from a meeting and no acting Commissioner has been appointed, the members of the Board present at the meeting have authority to choose one of their number to be Commissioner for the particular meeting.

ATTENDEES

Any director of the Board may attend and speak at a Board meeting. Any invitee of a Director, be that an independent expert, staff member or someone involved in a Board matter, may attend and speak at the meeting.

DIRECTOR INTERESTS

Members of the Board will not participate in discussions and will not vote on any issues in respect of which there is an actual or perceived conflict of interest. Baseball Queensland maintains a Conflict of Interest Register and relies upon its members to advise of any conflicts of interest (real or perceived). The Board and its members are tasked with managing these conflicts appropriately.



REVIEW AND ASSESSMENT OF THE BOARD

The Board shall perform an annual evaluation of its performance and use that information to develop action plans to improve the capabilities of the Board. The Board will also evaluate the performance of its self as appropriate.

DELEGATION OF AUTHORITY TO A SUB-COMMITTEE

The Board may, at its discretion, delegate some or all of its authority on various subject matter, to a sub-committee. Notwithstanding this delegation, the Board retains all powers and rights in relation to the sub-committee's role and responsibilities. The Board shall appoint, replace or remove members to and from the Committee and review the composition of the Committee at least annually.

REVIEW OF CHARTERS

The Board is responsible for the regular review of this charter and the charters of all Board Boards to ensure that they remain consistent with the Board's objectives and responsibilities, and are in keeping with relevant standards of good corporate governance.



DIRECTOR SELECTION AND ELECTION

OBJECTIVE

The objective of this policy is to detail the process the Board follows for the selection of a Director whether it is to fill a casual vacancy, appoint a Director where the Constitution allows as well as the election of Directors.

DEFINITIONS

Unless noted otherwise all requirements and references to obligations also refer to the position of Commissioner who is also a Director.

SKILL GAP ANALYSIS

Where there is a vacancy on the Board or where Director elections are to be held the Board or its Nominations Committee undertakes a skill gap analysis. The skill gap analysis involves answering three questions:

- If we were starting with a blank sheet of paper what specific skills and experience would the Board most benefit from given the existing circumstances and future directions of the organisation?
- Which of these skills are not currently represented on the Board?
- What person specifications would best fill these skill gaps and satisfy the Board Diversity Policy?

ELIGIBILITY TO BE A DIRECTOR

A person is not eligible to be elected to the Board of Management if:

- the person has been convicted -
 - on indictment; or
 - summarily and sentenced to imprisonment, other than in default of a fine; and the rehabilitation period, as defined in the Criminal Law (Rehabilitation of Offenders) Act 1986, in relation to the conviction has not expired; or
- the person is an undischarged bankrupt under the Bankruptcy Act 1966 or the law of an external territory or another country; or
- the person has executed a deed of arrangement under the Bankruptcy Act 1966, part X or a corresponding law of an external territory or another country and the terms of the deed have not been fully complied with; or
- the person's creditors have accepted a composition under the Bankruptcy Act 1966, part X or a corresponding law of an external territory or another country and a final payment has not been made under the composition; or
- the person is a patient within the meaning of the Mental Health Act 1974; or
- the person is a paid employee of Baseball Queensland Inc.; or
- the person has not resigned from all positions required under the Baseball Queensland Inc. constitution, unless the person is being nominated for a position already held by the person.

FILLING CASUAL VACANCIES OR APPOINTING DIRECTORS

The person specifications are used to search for candidates to fill Board vacancies. The search is conducted by the Board via its Nominations' Committee, if appointed.

DIRECTOR ELECTIONS



Where elections are to be held for Board positions, the person specifications are advised to the members at the time nominations are called. This serves to inform the membership and potential nominees about the type of candidate the Board believes will strengthen the governance of the organisation and encourages the election of nominees matching the specification/s.

Nominees are also required to provide a candidate profile including a resume and statement of capability. All Candidate Profiles will be published along with the list of nominees.

POSITION DESCRIPTION AND CODE OF CONDUCT

Candidates for appointment or election to the Board receive a copy of the Board Director Position Description and Board Code of Conduct prior to their appointment or nomination (both documents are attached to the Nomination Form).

Candidates are required to acknowledge, by signature, that they understand their duties and responsibilities outlined in these documents and, if appointed or elected, agree to be bound by them.

LETTER OF APPOINTMENT

On appointment or election, new Directors receive a letter of appointment (Letter of Appointment proforma attached).

REVIEW

The Board reviews this Director Selection and Election Policy annually and updates where necessary.

BOARD DIVERSITY

OBJECTIVE

The objective of this policy is to outline the Board's policy on Board diversity.

SKILLS AND EXPERIENCE OF DIRECTORS

The Director Selection and Election Policy covers the diversity of skills and experience required on the Board.

This policy should be read in conjunction with the Director Selection and Election Policy as the Board sees skills and experience as the pre-eminent aspect of Board diversity.

BENEFITS OF BOARD DIVERSITY

The Board recognises the benefits that flow to the governance of the organisation from a diverse Board.

A diverse Board has a greater capacity to avoid possible, negative consequences of groupthink:

- to examine all aspects of a matter before the Board;
- to consider a wider range of alternative solutions;
- to identify with a broad selection of stakeholders;
- to recognise when challenging the status quo is necessary;
- to have learned from different experiences and mistakes;
- to be able to influence a wider constituency.

TYPE OF DIVERSITY

In the selection and election of Directors and the development of candidate person specifications, the Board takes its diversity into account.

The Board seeks to be comprised of Directors who are diverse in respect of:

- gender;
- age;
- ethnicity and culture; and
- background.

TONE AT THE TOP

The Board leads by example and encourages the organisation to take diversity seriously in the employment of management and staff.

REVIEW

The Board reviews this Board Diversity Policy annually and updates where necessary.

DIRECTOR AND STAFF RELATIONSHIPS

OBJECTIVE

The objective of this policy is to detail the occasion, tenor and protocol for Director interaction with management and staff.

OCCASION OF INTERACTION

Directors interact with employees on a formal and informal basis.

In a formal sense, managers and some staff attend all, or part of, Board and committee meetings and may present to the Board or a committee.

Directors also contact managers when they are seeking information or clarifying Board and committee documents and papers.

Informally, Directors interact with managers and staff at organisational functions and when visiting offices and operations.

NATURE OF INTERACTION

Directors deal with managers and other employees in a manner that accords with the Board Code of Conduct and demonstrates respect.

In communication with managers and staff, Directors present the Board, and Directors, processes, discussions and decisions, positively.

Directors are guided by the notion that “the Board shall:

- instruct only the CEO;
- require that the CEO keep the organisational performance within policy criteria and restore it to this state should there be policy violations; and
- never, in its official capacity, help the CEO “manage”

Directors are careful in communicating with employees not to convey an impression that they have authority or superior rights. Except through formal processes of the Board or a committee, Directors do not give direction to managers or staff.

If managers or staff expresses concerns about operational issues to Directors they are referred to the person to whom they report.

SEEKING INFORMATION OR CLARIFICATION

Directors request information or clarification on Board-related issues from the CEO or a member of senior management who reports directly to the CEO.

Directors ensure their requests are reasonable in occupying a senior manager’s time given their operational responsibilities.

If a request for information to a senior manager is in writing, the Director copies the CEO in.

REVIEW

The Board reviews this Director and Staff Relationships Policy annually and updates where necessary.

DIRECTOR INDUCTION

OBJECTIVE

The objective of this policy is to detail the induction process the organisation follows to introduce a new Director to the workings of the Board and the organisation.

It is designed to ensure that new Directors are able to contribute to the governance of the organisation more quickly and effectively than would be the case without an induction or with an induction that simply provides basic organisational information and copies of previous Board minutes.

COMPONENTS OF INDUCTION

New Directors are acquainted with the organisation's:

- Board and its governance structures, policies and processes;
- strategic direction, business plans and budgets;
- management and organisational structure;
- operational policies endorsed by the Board; and
- functional areas of operation.

TIMING OF THE INDUCTION

The induction occurs over the first three or so months of a new Director's tenure. Information is provided, and meetings are arranged, to allow for effective absorption of the facts and follow-up clarification of points, after time for reflection.

INDUCTION PROCESS

The induction process is detailed in the attachment. The process is followed for the induction of each new Director and signed off "as completed".

GOVERNANCE MANUAL

The primary document for the induction is the Governance Manual.

Each new Director is given a copy of the current Governance Manual which comprises an index and copies of:

- any empowering legislation;
- the Constitution, and association By-Laws and/ or Rules;
- the current Strategic Plan;
- the current Business/Operational Plan;
- the current Budget;
- the most recent Annual Report;
- the latest communication with members;
- current governance policies;
- Board-endorsed operational policies;
- a list of commonly used acronyms and their meanings;
- a signed copy of the Deed of Access, Indemnity and Insurance; and
- a copy of the current Directors' and Officers' Indemnity Insurance Policy.

REVIEW

The Board reviews the Director Induction Policy and process annually and updates where necessary (on recommendation from the Nominations' Committee, if appointed).

DIRECTOR INDUCTION RECORD

	INDUCTION PROCESS	COMPLETE/ INITIAL	DATE
1	Copy of Governance Manual provided		
2	Meeting with Chair to discuss:		
	<ul style="list-style-type: none"> ▪ the Governance Manual 		
	<ul style="list-style-type: none"> ▪ the Board and its current emphasis/concerns 		
	<ul style="list-style-type: none"> ▪ What to contact the Chair about 		
	<ul style="list-style-type: none"> ▪ Other governance procedural questions? 		
	<ul style="list-style-type: none"> ▪ Any other questions 		
3	Meeting with the CEO to discuss:		
	<ul style="list-style-type: none"> ▪ Strategic direction 		
	<ul style="list-style-type: none"> ▪ Operational environment <ul style="list-style-type: none"> ▪ Externally ▪ Internally 		
	<ul style="list-style-type: none"> ▪ Organisational structure 		
	<ul style="list-style-type: none"> ▪ Contact with staff members 		
	<ul style="list-style-type: none"> ▪ Any other questions 		
	<ul style="list-style-type: none"> ▪ Questions about Governance Manual contents 		
4	Meeting with the Financial Director and/or accountants/auditors to discuss:		
	<ul style="list-style-type: none"> ▪ Understanding the accounts/financials 		
	<ul style="list-style-type: none"> ▪ Challenges 		
	<ul style="list-style-type: none"> ▪ Questions 		
6	Meeting with senior staff reporting to CEO to discuss:		
	<ul style="list-style-type: none"> ▪ How the functional area works 		
	<ul style="list-style-type: none"> ▪ What's happening and why 		
	<ul style="list-style-type: none"> ▪ How and when the Senior Manager interacts with the Board 		
7	Guided Tour/Walkabout		
	<ul style="list-style-type: none"> ▪ CEO to arrange to escort new Director around operations and introduce them to staff 		

BOARD COMMITMENT LETTER

MY ROLE:

I acknowledge that my primary role as a Director of Baseball Queensland Inc. is:

- to contribute to defining and realising the organisation's mission and governing the fulfilment of that mission;
- to provide leadership and direction to Baseball Queensland Inc.'s staff, members and stakeholders;
- to develop and maintain relationships with partners, stakeholders and funders in the best interests of Baseball Queensland Inc.,
- to contribute to, and support, the work of the Board as a whole; and
- to carry out the functions of a Director as stated in the Constitution, the Board Charter and in adherence with any Baseball Queensland Inc. policies.

My role as a Director will focus on providing excellent governance and leadership to Baseball Queensland Inc. I will do so by taking a proactive and informed approach to decision-making, strategy and policy formulation, and leading by example in creating a positive organisational culture. As a Director, I accept a role of stewardship for Baseball Queensland Inc.

MY COMMITMENT:

I will exercise the duties and responsibilities of this office with honesty, integrity, collegiality and care.

MY PROMISE:

I promise, to the best of my knowledge and ability, as follows:

- To establish as a high priority my attendance at all meetings of the Board.
- To be prepared to discuss the issues and business addressed at scheduled meetings, having read the agenda and all background material relevant to the topics at hand.
- To maintain the confidentiality of what is said or seen at Board meetings and/or specific Board Sub-Committee meetings.
- To work with and respect the opinions of my fellow Directors in addition to staff working for Baseball Queensland Inc., in recognition that independence of thought builds Board capability and capacity.
- To always act for the good of the organisation as a whole.
- To represent the organisation in a positive and supportive manner at all times and in all places.
- To observe meeting procedures and display courteous conduct in all Board meetings.
- To monitor and prohibit actions or behaviours that conflict with the Constitution, Code of Conduct or any other policy.
- To avoid conflicts of interest between my position as a Director and positions held within the sport and/or other organisations or my personal life. If such a conflict does arise, I will declare that conflict before the Board and refrain from voting on matters in which I have conflict. I will accept any resolution the Board deems necessary to resolve my conflict of interest.
- To support in a positive manner all actions and decisions taken by the Board even when I am in a minority position on such actions.
- To participate openly and honestly in reviews of the Board's performance and my performance as an individual Director.
- To participate in development opportunities that may be provided in order to develop my skills as a Director and the efficacy of the Board as a whole.

BASEBALL QUEENSLAND INC.'S PROMISE:

In turn, Baseball Queensland Inc. makes the following commitment to Directors:



- I will be sent, without request, regular communication via newsletters, CEO Updates, etc. and I will receive my Board Papers at least one week prior to Board meetings.
- Opportunities will be offered to me to discuss and review matters of strategic importance, such as the vision, mission and strategic priorities, with the Board and CEO.
- Baseball Queensland Inc. will help me perform my duties by keeping me informed about issues affecting Baseball Queensland Inc. and by offering me opportunities for professional development as a Director.
- The CEO and staff will respond in a straightforward fashion to questions that I feel are necessary to carry out my responsibilities to Baseball Queensland Inc. The CEO will work in good faith with me towards achievement of our goals.

If, for any reason, either I or Baseball Queensland Inc. find we are unable to commit to the above promises to the best of our abilities, I will first discuss the situation with the Chairperson of the Board (Commissioner). If a resolution cannot be achieved, I will agree to resign my position as a Director.

Accepted by:

Director name:

Director address:

Signature:

Date:

In the presence of:

Commissioner name:

Signature:

COMMISSIONER POSITION DESCRIPTION

INTRODUCTION

A Board operates more effectively if the members and office-bearers know their respective duties and obligations. This document shall be included in the induction pack provided to new Directors and will be available for reference at Board meetings.

YOUR ROLE

Your role as Commissioner requires you to:

- provide leadership to the Board and organisation;
- ensure that the organisation's objectives, goals and missions are being followed;
- take responsibility for the effectiveness of the Board;
- accept responsibility for the organisation's achievement of its strategy and financial objectives;
- ensure the organisation operates in an ethically, environmentally, and socially responsible manner;
- provide support and advice to the CEO and other Directors; and
- act as Chair for Board and general meetings.

YOUR RESPONSIBILITIES

Your role is outlined more fully below:

- be a recognised leader within the organisation's sector;
- produce, in collaboration with the Board, the CEO, staff, members and key stakeholders, an appropriate Strategic Plan for the organisation;
- manage and review organisation-wide risk management strategies and registers;
- have a positive working relationship with other Directors to get their best thinking and involvement;
- ensure that Directors receive the information they need to fulfil their role;
- evaluate, annually, the performance of the Board, its individual members, and its committees;
- act as Chair for all executive meetings, ensuring that the Board functions effectively, interacts with management optimally, and fulfils all of its duties;
- be an available resource to management and the Board, when required;
- meet weekly with the CEO to discuss and review issues confronting the organisation, and/or of concern to the Board;
- participate in the employment and performance management of the CEO;
- ensure the organisation's financial controls procedures are adequate;
- monitor budgets and financial performance against defined measurements;
- be the signing officer for certain documents such as meeting minutes, financial reports and annual reports; and
- serve as an alternate spokesperson and ambassador for the organisation with the media, government and other stakeholders as required (subject to agreement and discussion with the Board and CEO).

YOUR RIGHTS

You are entitled to:

- access any organisational information you require to adequately serve as a Director and Chair;
- engage an outside expert, with the appropriate approval and at the organisation's expense, to provide advice; and
- be covered by the organisation's Directors' and Officers' Liability insurance; and

CHAIRING MEETINGS

As the Chair of meetings, you are expected to:

- be well prepared to chair meetings;
- with the Secretary, ensure timely Board paper distribution before meetings;
- ensure orderly conduct and a fair and appropriate opportunity for all to contribute while encouraging wider and deeper discussion of important issues;
- understand and be able to use the formal meeting rules relevant to general meetings;
- manage meetings ensuring suitable time allocation per item, directing discussion towards consensus and, clarifying and summing up actions and decisions; and
- validate meeting minutes and ensure the timely and appropriate reporting and implementation of actions and decisions.

TIME COMMITMENT

Your time commitment as Commissioner will involve preparation for and attendance at:

- Board, committee and general meetings of both BQ and BA;
- strategy meetings and planning days;
- training and development sessions;
- other meetings as required; and
- allow enough administrative time to ensure that all required tasks and reports are adequately completed.

You are also required to attend occasional social functions for the Board and the organisation. It is estimated that ten (10) hours per week (usually double that of a Director) will be required to effectively discharge the role of Commissioner.

DIRECTOR POSITION DESCRIPTION

INTRODUCTION

A Board operates more effectively if the members and office-bearers know their respective duties and obligations. This document shall be included in the induction pack provided to new Directors and will be available for reference at Board meetings.

YOUR ROLE

Your role as a Director requires you to:

- represent the interests of members in the governance of the organisation;
- understand the difference between governing and managing to avoid interfering in operational issues which are the domain of management;
- monitor the management of operations and the affairs of the organisation; and
- ensure that the best interests of the organisation are paramount (comply with the Code of Conduct).

YOUR RESPONSIBILITIES

Your role is outlined more fully below:

- use your abilities and experience fully;
- be able to articulate the organisation's strategy;
- know the organisation's products, services and operations;
- have a working knowledge of the organisation's accounts;
- have a positive working relationship with the CEO and other key staff;
- know the organisation's facilities and visit them when appropriate;
- be aware of the organisation's stakeholder and community interests;
- have a current understanding of the organisation's sector;
- understand the legal and regulatory environment in which the organisation operates;
- work constructively as part of the Board team;
- respect confidentiality;
- be an available resource to management and the Board;
- make decisions independently;
- where required, communicate with the Chair or the CEO between meetings;
- advise the Chair in advance if you wish to introduce significant information or material at a Board meeting;
- obtain the Chair or the Board's authority before representing the organisation in any way; and
- be an effective ambassador of the organisation.

YOUR RIGHTS

You are entitled to:

- access any organisational information you require to adequately serve as a Director;
- engage an outside expert at the organisation's expense to provide advice, with the prior approval of the Chair; and
- be covered by the organisation's Directors' and Officers' Liability insurance policy.

BOARD RESPONSIBILITIES

As part of the Board you are expected to:

- be well prepared for Board meetings;
- acquire adequate information for effective decision-making;
- participate fully and frankly in Board discussions;

Governance Manual

- allow co-Directors to voice dissenting points of view in an environment of candid discussion;
- maintain an excellent attendance record at Board meetings; and
- overall, assist in maximising member value.

COMMITTEE RESPONSIBILITIES

Connected to the committees of the Board you are expected to:

- participate on committees when asked;
- understand the committee's charter, i.e. purpose, objectives and function;
- understand the role of management supporting the committee;
- be well prepared for committee meetings; and
- maintain an excellent attendance record at committee meetings.

TIME COMMITMENT

Your time commitment as a Director will involve preparation for and attendance at:

- Board and committee meetings;
- strategy meetings and planning days;
- training and development sessions; and
- other meetings as required.

You are also encouraged to attend occasional social functions for the Board and the organisation. It is estimated that five (5) hours per week will be required to effectively discharge the role of director.

DIRECTOR CODE OF CONDUCT

OBJECTIVE

The objective of this Code of Conduct is to articulate, in practical terms, the way in which each Director agrees to behave in their role as a member of the Board of Baseball Queensland.

AGREEING TO THE CODE OF CONDUCT

Each candidate for election or appointment to the Board agrees to behave in a way that is consistent with the Code of Conduct.

By accepting a nomination for Director or Commissioner, each candidate signifies their willingness to comply with this Code of Conduct.

CODE OF CONDUCT

As a candidate for election or appointment to the Board I agree that I will:

ACT IN GOOD FAITH IN THE BEST INTERESTS OF THE ORGANISATION

- Always act honestly.
- Act in the best interests of the organisation, its members and purpose.
- Treat all members fairly and equitably.
- Comply with the law in protecting other stakeholder interests (e.g. employees; creditors).
- Protect the financial viability of the organisation.
- Only use the powers of the Board for the purpose for which they were granted.
- Exercise my independent judgment and not vote at the direction of anyone else.
- Bring an open mind to any discussion.
- Be impartial in decision-making.
- Foster the good reputation of the organisation and not do anything to discredit that reputation.
- Seek prior approval for any significant out-of-pocket expenses for which I will claim reimbursement.
- Not accept any personal benefits likely to place me under an obligation to other organisations or individuals.

AVOID OR MANAGE CONFLICTS OF INTEREST APPROPRIATELY

- Not put my own interests above those of the organisation as a whole.
- Not take improper advantage of my position as a Director to gain, directly or indirectly, a personal advantage for myself or another associated with me (e.g. my family; my company or business; another organisation with which I am involved).
- Make full disclosure of any conflict or potential conflict to the Board.
- Make sure the Board handles my declared conflict in the way it is required to by the law or the organisation's Constitution (Rules) which usually involves:
 - a minute that I have declared a conflict;
 - a decision by the Board as to whether I can be present for any discussion on the issue;
 - a minute that I have left the Boardroom;
 - the remaining Directors deciding the issue in my absence; and
 - my return to the Boardroom to be advised of the Board's decision on the issue.
- If my conflict is identified in advance, decide with the Commissioner and CEO, if I should not receive Board papers on the issue.
- Consider the need to resign from the Board if the conflict is significant and continuing.
- Not seek or accept any benefit for directing a business or service provider to the organisation.

- Seek any expert professional advice about my duties as a Director from a source independent of the organisation's professional advisors.

USE INFORMATION PROPERLY

- Not use information gained as Director improperly.
- Not provide organisational documents to others outside the organisation.
- Keep Board meeting discussion, debate and papers confidential unless the Board has authorised disclosure or it is required by law.

SUPPORT DECISIONS TAKEN BY THE BOARD

- Support consensus decision-making in the Board.
- Only ask that my vote against a Board decision be recorded in exceptional circumstances.
- Publicly support the Board's decision, even where I disagreed.
- Resign from the Board rather than undermine its decisions.

ACT WITH CARE AND DILIGENCE

- Work to understand my duties and responsibilities as a Director.
- Devote adequate time to my role.
- Attend meetings regularly.
- Read Board papers and other information provided.
- Be an active participant in meetings and ask pertinent questions.
- Become familiar with the operations of the organisation.
- Make sure that appropriate senior managers are appointed.
- Make sure that delegations and policies are in place for the organisation's operations.
- Make sure that the Board adequately monitors the organisation's performance.
- Question the status quo to look for ways to improve the organisation.

ACT ACCORDING TO THE ORGANISATION'S VALUES

- Question to reach the best outcome, not to "catch out".
- Deal respectfully with conflict.
- Listen to, and value, the diversity of views.
- Seek independent professional advice about duties and responsibilities with approval of the Chair.
- Share that advice with all Directors, where appropriate.

REVIEW

The Board reviews this Code of Conduct annually and updates where necessary.

DIRECTORS CONFLICT OF INTEREST POLICY

OBJECTIVE

The purpose of this policy is to help Directors, staff, contractors and volunteers of Baseball Queensland to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of Baseball Queensland and manage risk.

The Baseball Queensland Management Committee (called the 'Board' in this policy) aims to ensure that Directors, staff, contractors and volunteers are aware of their obligations to disclose any conflicts of interest that they may have, and to comply with this policy to ensure they effectively manage those conflicts of interest as representatives of Baseball Queensland.

SCOPE

This policy applies to the Directors of Baseball Queensland, as well as all staff, contractors and volunteers.

DEFINITION OF CONFLICTS OF INTERESTS

A conflict of interest occurs when a person's personal interests conflict with their responsibility to act in the best interests of the Association. Personal interests include direct interests as well as those of family, friends, or other organisations a person may be involved with or have an interest in (for example, as a shareholder). It also includes a conflict between a Director's (or other's) duty to Baseball Queensland and another duty that the Director has (for example, to another organisation). A conflict of interest may be actual, potential or perceived and may be financial or non-financial.

These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of Baseball Queensland and must be managed accordingly.

POLICY

This policy has been developed because conflicts of interest commonly arise, and do not need to present a problem to Baseball Queensland if they are openly and effectively managed. It is the policy of the Baseball Queensland, as well as a responsibility of the Board, that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with the obligations to Baseball Queensland.

Baseball Queensland will manage conflicts of interest by requiring Directors, staff, contractors and volunteers to:

- avoid conflicts of interest where possible;
- identify and disclose any conflicts of interest;
- carefully manage any conflicts of interest; and
- follow this policy and respond to any breaches.

RESPONSIBILITY OF THE BOARD

The Board is responsible for:

- establishing a system for identifying, disclosing and managing conflicts of interest across Baseball Queensland;
- monitoring compliance with this policy; and
- reviewing this policy on an annual basis to ensure that the policy is operating effectively.

Baseball Queensland must ensure that its Directors are aware of the Sports Governance Principles, particularly Principle 1: Board composition, roles and powers, and that they disclose any actual or perceived material conflicts of interests as required.

IDENTIFICATION AND DISCLOSURE OF CONFLICTS OF INTEREST

Once an actual, potential or perceived conflict of interest is identified, it must be entered into Baseball Queensland's Conflicts of Interest Register, as well as being raised with the Board. Where all of the other Directors share a conflict, the Board should refer to governance standard 5 to ensure that proper disclosure occurs. The Conflicts of Interest Register must be maintained by the Secretariat, and record information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

CONFIDENTIALITY OF DISCLOSURES

The Board of Baseball Queensland and the CEO will have access to the Register at all times.

ACTION REQUIRED FOR MANAGEMENT OF CONFLICTS OF INTEREST

CONFLICTS OF INTEREST OF DIRECTORS

Once the conflict of interest has been appropriately disclosed, the Board (excluding the Director disclosing and any other conflicted Director) must decide whether or not those conflicted Directors should:

- vote on the matter (this is a minimum);
- participate in any debate; or
- be present in the room during the debate and the voting.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent a Director from regularly participating in discussions, it may be worth the Board considering whether it is appropriate for the person conflicted to resign from the Board.

WHAT SHOULD BE CONSIDERED WHEN DECIDING WHAT ACTION TO TAKE

In deciding what approach to take, the Board will consider:

- whether the conflict needs to be avoided or simply documented;
- whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making;
- alternative options to avoid the conflict;
- Baseball Queensland's objects and resources; and
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, Baseball Queensland.

The approval of any action requires the agreement of at least a majority of the Board (excluding any conflicted Director/s) who are present and voting at the meeting. The action and result of the voting will be recorded in the minutes of the meeting and in the register of interests.

COMPLIANCE WITH THIS POLICY

If the Board has a reason to believe that a person subject to the policy has failed to comply with it, it will investigate the circumstances.

If it is found that this person has failed to disclose a conflict of interest, the Board may take action against them. This may include seeking to terminate their relationship with Baseball Queensland.

If a person suspects that a Director has failed to disclose a conflict of interest, they must discuss this with the Commissioner who shall decide the appropriate course of action.



EXAMPLES: ACTUAL OR POTENTIAL CONFLICTS OF INTEREST

- A Director has an association with external parties and consultants with which BQI seeks to engage to perform services for itself and BQI members; or
- A Director, a relative or family member, or a business associate stands to gain financially from the commissioning or contracting arrangements for programs or services developed, implemented, or evaluated by BQI; or
- A Director actually or potentially gains material personal advantage from knowledge and information sourced from being a member of the BQI Board of Management.

BOARD, COMMISSIONER, DIRECTOR AND COMMITTEE PERFORMANCE EVALUATION

OBJECTIVE

The objective of this policy is to detail the way in which the Board evaluates its performance and the performance of the Commissioner, Directors and Board committees. The ultimate goal is continuous governance improvement, i.e. identifying Board performance improvement opportunities and governance framework gaps.

FREQUENCY OF EVALUATIONS

The performance of the Board, Commissioner, Directors and Board committees is evaluated annually. The evaluations are conducted internally every second and third year. In the first year of each cycle, the Board uses external, expert, consulting assistance in undertaking the evaluations.

PURPOSE OF EVALUATIONS

The evaluations uncover areas for governance and personal improvement leading to the development of action plans that are implemented over the next twelve months. A post-implementation assessment occurs as part of the following year's performance evaluations.

BOARD DETERMINES METHODOLOGY

The Board (on recommendation from the Nominations' Committee, if appointed) will determine the way in which the evaluations will be conducted, e.g. interview-based methods or survey-based methods.

WHO PARTICIPATES

All Directors participate in Board, Chair, Director and Board committee evaluations. The CEO and other senior managers who attend committee meetings who have sufficient exposure to the Board or committee members to make an informed assessment, also participate.

BOARD EVALUATION

This assesses how well the Board is functioning – including in its key relationship with management – to deliver its governance role and desired outcomes, considered against the expectations of directors. The evaluation of the Board will include such categories as:

- structure and skills;
- strategy;
- policy;
- accountability;
- monitoring operations;
- risk management;
- CEO performance management;
- teamwork; and
- conduct of meetings.

CHAIR ASSESSMENT (INCLUDING COMMITTEE CHAIRS)

This assesses specifically how well the chair/s fulfil their role/s, considered against the expectations of those roles (for example, Board/committee charters). The evaluation of the Chair will include such categories as:

- leadership;
- diligence;

- relationship with CEO;
- relationship with Directors; and
- conduct of meetings.

DIRECTOR ASSESSMENT

This assesses how well directors perceive themselves and each other to be contributing positively to the work of the Board and the ways in which their contributions could be improved, considered against the expectations of directors (for example, the Board's composition matrix, code of conduct for the Board, etc.). The evaluation of individual Directors will include such categories as:

- strategy;
- ethics and values;
- knowledge and experience;
- diligence; and
- teamwork.

Once the Board evaluation and/or director peer assessment process has been completed, the resulting improvement actions should be agreed by the Board, in the form of a Board improvement action plan. Where the process has included appraisal of individual Directors, personal director development plans may also result.

The Board improvement action plan, like all performance appraisal approaches, should include specific and measurable KPIs and the chair of the Board, or a relevant committee of the Board, perhaps with support from the Secretariat, should be responsible to oversee its implementation over the ensuing year. In this way the Board's improvement action plan forms the basis, or at least the starting point, for the following year's Board evaluation process.

COMMITTEE EVALUATION

This assesses the adequacy of the Board's committee structure and how well they respectively function to support the Board in its role, considered against the expectations of the committees (for example, the terms of reference/charters of committees, etc.). Committee evaluations also occur by survey and/or committee and Board discussion on each committee's:

- role and functions;
- structure and composition;
- teamwork; and
- reporting to the Board.

Action plans to address uncovered shortcomings are developed.

REVIEW

The Board, Chair, Director and Committee Performance Evaluation Policy is reviewed annually by the Board and updated where necessary.

BOARD AND COMMITTEE PAPERS

OBJECTIVE

The objective of this policy is to detail the style and format of Board papers and the time in, and means by, which they must be circulated to the Board.

This policy also applies to papers for Board committee meetings.

RESPONSIBILITIES

The CEO and Chair are responsible for agreeing the agenda for each Board meeting with input from the Directors and referencing the Board's calendar for the particular meeting. The manager responsible, committee Chair and committee secretary have the same responsibilities for committee meeting agendas.

The CEO is responsible for ensuring all Board papers are in the form outlined in this policy and the Board "for Decision" Papers Policy. The manager responsible has the same responsibility for committee papers.

The CEO (manager responsible) and the Chair approve "for Decision" papers before they are circulated with other Board (committee) papers.

The CEO / Committee Secretary is responsible for collating Board (committee) papers in a way which makes them easy to follow and reference. The CEO is also responsible for keeping a copy of all Board and committee papers and the minutes of Board and committee meetings. A Director can access these on request.

TIMELY CIRCULATION

The Board (committee) papers are circulated so they are received by Board (committee) members at least five days before the Board (committee) meeting.

METHOD OF CIRCULATION

Board and committee members will receive meeting papers via email (pdf attachment) or via a document management portal (e.g. Asana, Dropbox, etc.).

PAPERS TABLED AT A MEETING

As a general rule, papers are not tabled at meetings as this does not allow sufficient preparation time. In exceptional circumstances, the Chair may allow a paper to be tabled at a meeting.

FORM OF BOARD PAPERS

This section should be read in conjunction with the Board Agenda Policy.

MATTERS FOR STRATEGIC DISCUSSION

Papers prepared for a "Matter for Strategic Discussion" are designed to provide full information to enable the Board to engage in creative thinking and are, therefore, not restricted in length. However, if several articles or papers are included, a covering page outlines the various attachments and the reason each has been provided.

MATTERS FOR DECISION

Papers prepared for decision by the Board are in the form of the Board For Decision Papers Policy unless the decision is of a minor nature in which case a paper with a simple recommendation with the reasons why suffices. The financial reports are required to be ratified by the Board and as such, will appear under this heading on a monthly basis.

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The Finance Report comprises:

- Statement of Financial Position (Balance Sheet)
- Statement of Income (Profit and Loss Statement)
- Statement of Cash Flows (Cash flow Statement)
- Statement of Changes in Equity

It covers performance for the month and year-to-date against budget and forecasts performance to the end of the financial year. It includes meaningful financial ratios and provides commentary on any material matters or deviations from budget.

OPERATIONAL MATTERS FOR DISCUSSION

This heading includes the CEO report as well as the minutes of Board subcommittees. If there is to be a presentation from management, this would also be included in this section.

The CEO reports on all strategic and operational activities. The CEO Report summarises all other reports (e.g. finance, marketing, membership, services) which are included, in full, as attachments to the CEO Report.

The CEO Report covers:

- Strategic matters
- Summary financial performance
- Summary operational areas (any full reports attached)
- Any standard non-financial measures
- Other matters

MATTERS FOR INFORMATION/NOTING

This section would generally contain details of major correspondence, changes to the Board calendar or other articles of interest.

STYLE OF PAPERS

Where possible, graphs, bar charts and other visual means are used to demonstrate performance results rather than text alone.

REVIEW

The Board reviews the Board and Committee Papers Policy annually and updates where necessary.

BOARD AGENDA

OBJECTIVE

The objective of this policy is to outline how the Board agenda is prepared and the format it takes to encourage the Board to dedicate sufficient time to matters of strategic relevance to the organisation.

PREPARATION OF BOARD AGENDA

The agenda for Board meetings is developed by the Chair in consultation with the CEO. Directors may make suggestions, through the Chair, for the inclusion of specific agenda items.

The Board's agenda for particular meetings includes key items noted in the Board's annual calendar. This ensures orderly and timely decision-making on key, annual matters.

STANDARD AGENDA FORMAT

A standard agenda format is attached.

The agenda is structured to deal with more important matters first and follows the sequence of:

- Strategic Matters for Discussion
- Matters for Decision
- Operational Matters for Discussion
- Matters for Information/Noting

IN CAMERA BOARD SESSION

The Board may decide to dedicate time at the start of a meeting to an "in camera" discussion where major issues of concern, not included in the agenda, can be raised without management or staff present.

The Chair advises the CEO of the outcomes of any in camera discussion immediately following the meeting or as soon as possible.

STRATEGIC MATTERS FOR DISCUSSION

The strategic discussion topic allows the Board to examine important matters impacting the organisation.

The Board agrees the strategic discussion topic for a particular meeting at the prior meeting. The Board also decides whether a briefing paper should be prepared on the topic and, if so, by whom. Occasionally, the Board may invite an external expert to present on a topic as a prompt for discussion and debate.

At the conclusion of the strategic discussion, the Board decides if further action is required and, if so, by whom. Required actions are included in the Action List.

MATTERS FOR DECISION

Specific matters require the decision of the Board because they relate to issues where the Board has reserved decision-making authority under the Matters Reserved for the Board Policy.

Every matter for Board decision is the subject of a specific paper from management including a recommendation.

OPERATIONAL MATTERS FOR DISCUSSION

This section of the agenda is reserved for general updates on operational and committee activities and includes standard reports (e.g. CEO Report) and minutes from any Board committee meeting or a verbal report by the Chair of a committee, if the Committee's meeting was held just before the Board meeting.



This part of the agenda may also include a presentation by a particular manager about their area of operation for the Board's knowledge development. If management have been asked to present to the Board, the Chair may request the presentation be moved to the beginning of the meeting so that staff are not kept waiting.

MATTERS FOR INFORMATION/NOTING

The final section of the agenda is used to provide the Board with general information such as major correspondence, updates to the Board calendar, etc.

All written reports are "taken as read" and opened to questions by the Chair. The author of the report should be available to answer questions from Directors.

REVIEW

The Board reviews this Board Agenda Policy annually and updates where necessary.

BOARD 'FOR DECISION' PAPERS

OBJECTIVE

The objective of this policy is to ensure the Board has full information about a recommendation before it makes a decision.

FORMAT

Any recommendation to the Board from management is set out in a separate Board paper marked "for decision" of the Board.

Each "for decision" Board paper is clear and concise and authored specifically to assist the Board's full understanding of the issues. Every impact on the organisation is considered.

Generally, Board "for decision" papers are no more than three pages unless the import of the subject makes this impossible. Background information papers may be attached but, the "for decision" paper "stands alone".

"For Decision" Board papers contain the headings listed below.

Information within each heading covers key facts only.

Supporting information is noted in the paper and appendix with cross-references to the key facts.

Supporting information may include:

- additional information, description or discussion;
- detailed charts, tables or analyses;
- a comparison of alternatives or options as justification for the final recommendation; and
- any impact on key performance indicators (KPIs) in organisational plans.

HEADINGS AND CONTENT

SUBJECT

Information in this heading clearly identifies what the Board paper for decision is all about.

PURPOSE

This is a short statement on why the decision is required.

RECOMMENDATION

The recommendations are listed in numerical sequence. Recommendations are clear and concise statements of:

- the decision/s required; and
- the timeline that needs to be met;

BACKGROUND

This heading covers key points about the status quo:

- what is currently in place or happening;
- what is the current policy or practice;
- what is the current KPI impact; and
- what alternatives or options have been considered.

Copies of supporting documents are to be included as appendices and cross-referenced.



REASON FOR CHANGE / ISSUES

This heading covers key points about why change is necessary or beneficial:

- external factors warranting a change;
- internal factors which can be improved; and
- KPIs which can be improved.

Copies of supporting documents are to be included as appendices and cross-referenced.

SCOPE

This section clearly identifies what will and won't change based on the decision/s being made.

NEXT STEPS

Details of the implementation plan should be included here, or if the decision impacts other areas of the business, how those changes will be addressed.

RECOMMENDED BY

This should be a small table detailing the person making the recommendation, their position/ title and contact details for further information.

ATTACHMENTS

This heading advises the reader of the attachments that are included with the paper. Please note that the paper should be able to be read and understood without the attachments.

REVIEW

The Board reviews the Board "For Decision" Papers Policy annually and updates where necessary.

MATTERS RESERVED FOR THE BOARD

OBJECTIVE

The objective of this policy is to draw a clear line between the governance matters which must be decided by the Board and operational matters which are delegated to the CEO and management for decision. This policy is supported by the Delegations Manual, as approved by the Board annually.

DECISION-MAKING PROCESS

If a matter is listed below, management prepares a separate submission paper for the Board with a recommendation for decision.

If a matter is not listed below and is, therefore, delegated to management, management may seek input from the Board prior to decision. The CEO also keeps the Board informed on matters within delegation by including important issues in the CEO Report to the Board.

MATTERS RESERVED

The following matters are reserved to the Board for approval:

STRATEGIC AND OPERATIONAL PLANNING

- Mission (Purpose) of the organisation.
- Strategic direction (Vision).
- Strategic Plan.
- Business Continuity Plan.
- Commencing a new business activity.
- Ceasing an existing business activity.
- Activities outside the ordinary course of business.

FINANCIAL MATTERS

- Operating budget.
- Capital expenditure budget.
- Operating expenditure over total budget.
- Capital expenditure within budget but over CEO's delegation.
- Capital expenditure over budget.
- Asset sales over CEO's delegation.
- Contingent liabilities with a projected impact of 10% or more on the Balance Sheet or the Profit and Loss Statement
- Taking a loan or lease.
- Granting a loan.
- Granting securities.
- Annual financial statements including the CEO and Finance Director management representation.

MERGERS AND OTHER VENTURES

- Merger.
- Acquisition.
- Founding or selling subsidiaries.
- Joint ventures.

OTHER CONTRACTS

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- Acquiring, selling or licensing intellectual property.
- Related party transactions.
- Appointment of legal advisors.
- Insurances.
- Contracts greater than one year or above CEO's delegation.

LEGAL ISSUES

- Action following breach of any legislation.
- Potential legal action by, or against, the organisation.

BRAND

- The organisation's brand.

ORGANISATIONAL STRUCTURE

- The overall organisational structure.
- The structure of management reporting directly to the CEO.

HUMAN RESOURCES AND CULTURE

- The Values of the organisation.
- CEO selection, appointment, remuneration, performance management and dismissal.

BOARD ISSUES

- Assessment of skills matrix and advice to members pertaining to Director elections.
- Creating and disbanding of committees of the Board under charters defining role, composition, delegations and reporting to the Board.
- Board, Chair, Director and Board committee performance evaluations.

BOARD-ENDORSED POLICY

- Risk Management Policy
- Accounting and financial policies
- Human resources policies
- High Performance policies
- Technical Committee policies
- Game Rules and Management policies
- Grievance policies

OTHER

- Moving the principal place of operations.
- Grant or revoke a power of attorney.
- Grant an authority to sign regulatory or official documents on behalf of the organisation.
- Any matter which will impact the reputation of the organisation.

MATTERS FOR THE ANNUAL GENERAL MEETING

- Annual Report.
- Appointment of auditor.
- Change to the Constitution (Rules).
- Election process for Directors.



REVIEW

The Board reviews this Matters Reserved for the Board Policy annually and updates where necessary.

MINUTES OF BOARD AND COMMITTEE MEETINGS

OBJECTIVE

The objective of this policy is to detail the process for finalising the minutes of Board meetings and the form the minutes take to adequately and correctly reflect discussion and decisions

This policy also applies to the recording of minutes of meetings of Board committees.

PROCESS TO APPROVE MINUTES

The Secretariat prepares draft minutes and forwards them, within four business days of the meeting, to the Chair for review. In the case of Board meetings, minutes should be forwarded to both the Chair and the CEO for review.

Once any amendments have been made, the Chair approves the minutes and they are circulated to the Board (committee) members.

Board minutes are included in the papers for the next Board meeting, for formal approval, if they have not previously been approved by the Board by circular resolution. If the minutes are amended at the next Board meeting this is reflected in the minutes of that meeting.

Minutes of committee meetings are approved by circular resolution of the committee members so they can be included in the papers for the next Board meeting.

Once minutes are formally approved they are entered in the minute book.

TIME TO CIRCULATE MINUTES

Minutes of a meeting are circulated to members within ten business days of the meeting.

FORM OF MINUTES

Minutes act as an accurate and official record of the discussion and decisions at meetings. The minutes include:

- the place, date and time of the meeting
- the nature of the meeting
- those in attendance and any apologies
- names of anyone making a presentation to the meeting
- reference to papers distributed for the meeting, in advance, or during the meeting.

The contents of the minutes should reflect:

- the topic or issue being discussed
- the substance of deliberations
- alternatives considered and the reason for selecting a particular alternative
- any dissent or abstention
- the decisions taken, including resolutions
- required follow-up actions

Required follow-up actions are set out at the end of the minutes in an action list which records the required action, who is responsible for the action and the date by which it will be completed and the Board (Committee) advised. Items on the Action List are only removed once the action is completed.

REVIEW

The Board reviews the Minutes of Board and Committee Meetings Policy annually and updates where necessary.

BOARD CALENDAR

OBJECTIVE

The objective of this policy is to assist the Board and its committees to deal with standing, annual, agenda items in a timely and orderly manner. A well-planned meeting schedule identifies the year's key issues and helps directors to ensure that matters requiring their attention are addressed in a timely and logical manner.

The calendar may change from year to year as the organisation and its business evolve and needs change.

A strong Board calendar is a valuable planning tool to help a Board govern more effectively. It also:

- allows Directors to plan their own affairs with their responsibilities to the organisation in mind;
- provides an overview of the Board's focus at each of its meetings;
- lays out the work and issues that need to be completed or addressed during the year;
- helps to ensure that nothing is overlooked;
- minimises repetitive discussions at meetings;
- aligns Board focus with key reporting and compliance dates;
- assists in the logical evolution of thought and analysis of issues;
- allows directors to marshal their thoughts and inputs at the best times for the organisation.

CALENDAR

The Board and each of its committees, annually agree to a calendar of meetings, in the form attached, which details known agenda items for inclusion at the appropriate meetings. The company secretary can be expected to take a lead role in the development and management of the Board calendar in consultation with the chair and CEO.

The standard agenda items to be included in the calendar are listed below.

FOR BOARD MEETINGS

- Strategic Plan: approve or review.
- Annual Plan: approve.
- Budget: operating and capital expenditure: approve.
- Annual financial statements (on recommendation from Audit Committee): approve.
- Audit Report (on advice from Audit Committee): consider.
- Annual Report: approve.
- Governance policies (on recommendation from responsible committees or the CEO): approve any changes.
- Board-endorsed policies (on recommendation from responsible committees or the CEO): approve any changes.
- Any other matters requiring Board approval or review in a Board-endorsed policy (on recommendation from the CEO): approve any changes.
- Board skill and diversity gap analysis and person specification/s for Director selection or election (on recommendation from the Nominations' Committee): approve.
- Composition of committees of the Board: review and approve.
- Assessment of performance against governance action plans over last twelve months: consider.
- Method and timing of Board performance evaluations (on recommendation from the Nominations' Committee): approve.
- Reports on Board performance evaluations and determination of governance action plans for next twelve months: receive and approve.
- Succession Plan for Chair and Directors (on recommendation from the Nominations' Committee): approve.
- Succession Plan for CEO and Direct Reports (on recommendation of CEO): approve.
- Director induction process (on recommendation from the Nominations' Committee): approve any changes.
- Provide input to CEO performance objectives, any bonus and review of salary: to Chair (Remuneration Committee).

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- CEO performance objectives, any bonus and salary increase (on recommendation from the Remuneration Committee): approve.
- Annual General Meeting: attend.

FOR FINANCE, AUDIT & RISK MANAGEMENT COMMITTEE MEETINGS

- Audit Plan: approve.
- Audit Report: receive and refer to the Board.
- Management action on Audit Report recommendations: review.
- Meet with auditors.
- Annual financial statements: approve and recommend to the Board.
- Board-endorsed financial policies: review and recommend changes to the Board.
- Risk Management Policy and Risk Management Register: review and recommend changes to the Board.
- Business Continuity Plan: review and recommend any changes to the Board.

FOR NOMINATIONS' COMMITTEE MEETINGS

- Board skills and diversity gap analysis and person specifications for Director selection or election: approve and recommend to the Board.
- Method and timing of Board performance evaluations: approve and recommend to the Board.
- Succession Plan for Chair and Directors: approve and recommend to the Board.
- Director induction process: review and recommend changes to the Board.
- Governance policies relevant to the Committee's charter: review and recommend changes to the Board.

FOR REMUNERATION COMMITTEE MEETINGS

- CEO performance objectives, any bonus and salary increase: approve and recommend to the Board.
- Board-endorsed remuneration and performance management policies: review and recommend any changes to the Board.
- Non-executive Director remuneration and reimbursement: review and recommend any changes to the Board.

OTHER COMMITTEES

The Board in its sole discretion, may establish further committees, should the need arise.

REVIEW

The Board considers additional matters that should be added to the Board calendar, annually, and revises this policy where necessary.

BOARD AND COMMITTEE CALENDAR OF MEETINGS AND KNOWN AGENDA ITEMS

Meeting / topic	J	F	M	A	M	J	J	A	S	O	N	D
A. Board meetings		X	X	X	X	X	X	X	X	X	X	X
1. Strategy												
Planning												X
Adoption		X										
Review/monitor implementation							X					
2. Budget (annual)												
Development				X								
Adoption						X						
Review/monitor											X	
3. CEO oversight												
Approve performance KPIs							X					
Performance assessment		X										
Succession planning							X					
Remuneration							X					
4. Monitoring and supervision												
Review Board reporting requirements		X		X		X		X		X		X
5. Risk and compliance												
Review of risk management systems		X			X			X			X	
Review of major risks			X			X			X			X
Review of compliance systems			X									
6. Policy framework												
Corporate governance charter												
▪ Compliance/monitor/review										X		
Committee terms of reference												
▪ Compliance/monitor/review										X		
Major policy review												
▪ Remuneration		X				X			X			
▪ Risk management			X			X			X			X
▪ Delegations		X										
▪ Compliance policy			X									
▪ Code of conduct										X		
▪ Shareholder/stakeholder communication policy		X										
▪ Other policies as determined by the Board												

Meeting / topic	J	F	M	A	M	J	J	A	S	O	N	D
7. Board review												
Composition/succession								X				
Evaluation of performance						X						
▪ Board						X						
▪ Chair						X						
▪ Individual directors						X						
▪ Committees						X						
8. Governance issues												
Audit report											X	
WHS report											X	
HR report												
ICT report				X					X			
Environmental report				X					X			
Risk management report			X					X				
Legal report (when required)												
Business continuity/disaster/crisis planning report											X	
9. Performance review/monitor												
Strategic			X				X				X	
Operational		X						X				X
10. Operational issues												
Overall operations report		X	X	X	X	X	X	X	X	X	X	X
Significant project report		X	X	X	X	X	X	X	X	X	X	X
Significant business development reports		X	X	X	X	X	X	X	X	X	X	X
11. Financial issues												
Financial performance (revenue/expenses/cash flow)		X	X	X	X	X	X	X	X	X	X	X
Capital requirements			X						X			
Treasury management			X						X			
13. New corporate initiatives												
Corporate growth opportunities						X						X
14. Regulatory compliance												
Half year report and reviewed financial statements		X										
Adoption								X				
Review/monitor	X			X			X			X		
AGM										X		



Meeting / topic	J	F	M	A	M	J	J	A	S	O	N	D
Board Strategy Day												X
Other major events												

CEO PERFORMANCE MANAGEMENT

OBJECTIVE

The objective of this policy is to detail the way in which the Board manages the performance of the CEO.

BOARD RESPONSIBILITY

The Board acknowledges that the way in which it manages the performance of the CEO sets the tone for performance management throughout the organisation from the senior management team to staff generally.

The Board is responsible for the CEO's performance management. It may choose to use a remuneration committee of the Board to handle details of a performance review and, if so, the Committee's recommendations flow into, and from, the Board for its final approval.

ROLE OF THE CHAIR

The Chair is responsible for meeting with the CEO to conduct the formal, annual, performance review and recommend the agreed, performance details to the Board (Remuneration Committee).

The Chair also schedules a six-monthly performance meeting with the CEO to discuss progress against the objectives and measures agreed in the annual, performance management review.

On an informal basis, the Chair acts as a sounding Board for the CEO throughout the year and, so, has the opportunity to discuss the CEO's performance at any time.

COMPONENTS OF THE PERFORMANCE REVIEW

The components of the performance review comprise:

- aligning agreed, annual and any longer-term objectives with the Annual Plan and the Strategic Plan;
- weighting specific objectives;
- establishing measures for agreed objectives;
- linking salary and bonus payments (as per the CEO's employment contract) to the achievement of agreed objectives;
- ensuring a negotiated, two-way process during the review; and
- agreeing what the Board can do to support the CEO in their development.

OBJECTIVES

The objectives agreed with the CEO:

- align with the Annual and Strategic Plan;
- are no more than seven;
- are based on a "balanced scorecard" approach (e.g. financial; internal organisational processes; strategy and innovation; stakeholder relations);
- are weighted in importance (e.g. financial – 30%; internal processes – 20%; strategy and innovation – 20%; stakeholder relations – 30%); and
- are measurable (e.g. stakeholder relations: Increase staff satisfaction to an overall 75%).

SALARY AND BONUS PAYMENTS

The Board uses benchmarked remuneration data in setting the CEO's salary and bonus payments (if applicable).



A TWO-WAY PROCESS

The performance review is a negotiated, two-way process. The CEO has the opportunity to comment on the Board's performance in assisting the CEO to fulfil the role, effectively, and to suggest how the Board can support the CEO's development.

REVIEW

The Board reviews this CEO Performance Management Policy annually and updates where necessary.

OTHER REFERENCE DOCUMENTS

This Manual refers to various other documents and policies that are considered 'standalone' documents. These include but are not limited to the following:

- POLICIES
 - RISK MANAGEMENT POLICY

- OTHER DOCUMENTS
 - BOARD NOMINATION PERSON SPECIFICATION ADVICE TO MEMBERS
 - BOARD NOMINATION FORM
 - DIRECTOR LETTER OF APPOINTMENT
 - BOARD MEETING AGENDA

Please refer to the latest versions of these documents which can be obtained by requesting them from the CEO.