CAIRNS HOCKEY ASSOCIATION

Cairns Hockey Association Board Charter

1. Purpose of this Charter

1.1. The Board Charter sets out the role, composition and responsibilities of the Board of Directors ("the Board") of Cairns Hockey Association (CHA)

1.2. The conduct of the Board is also governed by the Constitution of CHA, a copy of which is located at https://cairnshockey.com.au/resources/

Many operational Board matters, such as the number of meetings per year, election and appointment processes and member meetings, are governed by the Constitution and are not reproduced here.

2. Roles and Responsibilities

2.1. The Board's key responsibilities are:

2.1.1. to act in the best interests of the CHA as a whole;

2.1.2. observe their duties as Directors in terms of the Corporations Act 2001 (Cth), common law, the HQ constitution and any other relevant legislation; and

2.1.3. provide strategic direction for CHA and effective oversight of Management.

2.2. The key functions of the Board are to:

2.2.1. Provide effective leadership and collaborate with the executive management team in:

- ♣ articulating the Organisation's values, vision, mission and strategies;
- ♣ developing strategic 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; and
- ♣ developing and maintaining an organisational structure to support achieving agreed strategic objectives.

2.2.2. Ensuring a diverse and effective Board aligned with the CHA constitution and with appropriate policies and procedures for the Board and its committees.

2.2.3. Appointing, supporting, providing advice and counsel, evaluating and rewarding Operations against agreed performance indicators.

2.2.4. Monitor the achievement of the strategic and business plans and annual budget outcomes.

2.2.5. Supporting, reviewing and monitoring CHA's operational and financial performance.

2.2.6. Establish such committees, policies and procedures to facilitate the more effective discharge of the Board's roles and responsibilities

2.2.7. Ensure compliance obligations and functions are effectively discharged through the Board committees and others as appropriate.

2.2.8. Ensure that all significant systems and procedures are in place for the organisation to run effectively and efficiently and meet all legal and contractual requirements.

2.2.9. Monitoring key financial and non-financial risk areas by implementing an effective risk management and internal control framework.
2.2.10. Ensure that the Organisation has appropriate corporate governance structures, including ethical behaviour standards, and promotes a corporate and social responsibility culture.
2.2.11. Managing Directors' interests, conflicts of same and related-party transactions.
2.2.12. While understanding the Board, the delegation of powers and authorities remains responsible for all CHA decisions.
2.2.13. Oversight of compliance with appropriate laws and regulations and major litigation.
2.2.14. Evaluating Board processes and performance, as well as contributions by individual Directors, ensures the Board's effectiveness in delivering good governance, including performance and conformance matters.
2.2.15. Overseeing corporate governance matters, including frequency and agendas of Board and Committee meetings and the appointment of the Company Secretary.

2.3. The Board has delegated authority for the operations and administration of the Organisation to the Manager CHA Operations The Operations Manager is responsible for the overall day-to-day management and performance of the Organisation. The Operations Manager manages CHA following strategy, delegations, business plans, and policies approved by the Board to achieve the agreed-upon goals and objectives.

2.4. The Board has no operational involvement in the Organisation's business activities and service delivery.

3. Membership and Independence

3.1. The Constitution provides for five directors. It also requires a quorum of at least three Directors to transact business at meetings.

3.2. Directors must not have any interest in any business or other relationship that could or could reasonably be perceived to materially interfere with the director's ability to act in the best interests of the Organisation.

3.3. The Board shall regularly assess the independence of each Director, considering the interests they disclose.

3.4. Each Director must provide the Board with relevant information to assess their independence.

3.5. In assessing independence, the following matters will be considered, and a Director will be regarded as independent if that Director:

3.5.1. is a non-executive Director (i.e. is not a member of Management);3.5.2. is not a director, officer or otherwise officially associated directly with a member or

affiliated organisation; and if so, has the approval of the membership to act as a director as per item 14.3 (a) ii;

3.5.3. has within the last three years not been a principal of a material professional adviser or a material consultant to HQ or an employee materially associated with the service provided;

3.5.4. has not been a material supplier of CHA, or an officer of or otherwise associated directly or indirectly with a material supplier;

3.5.5. has no material contractual relationship with HQ other than as a Director of the Organisation and

3.5.6. has been free from any business relationship which could, or could reasonably be perceived to, interfere materially with the Director's ability to act in the best interests of the Organisation.

3.6. Membership of the Board shall be disclosed in the annual report.

4. President's Responsibilities

4.1. The President has a major role as the head of the Board in providing leadership to the Directors and other functions, including:

4.1.1. leading and facilitating the Board;

4.1.2. setting the Board's direction and focus;

4.1.3. conducting an effective decision-making process and ensuring that the Board is focused on achieving outcomes;

4.1.4. ensuring that no one has excessive influence;

4.1.5. maintaining a professional working relationship with the Operations Manager;

4.1.6. acting as a spokesperson, where appropriate, in conjunction with the Operations Manager;

4.1.7. promoting constructive and respectful relations between Directors;

4.1.8. ensuring the Board and individual Directors have a performance evaluation process;

4.1.9. ensuring that the Board's workload is dealt with effectively;

4.1.10. role-modelling ethical standards and behaviour based on the CHA agreed values;

4.1.11. ensuring meetings are effectively conducted and minutes are circulated and acknowledged promptly.

5. Code of Conduct

5.1. CHA takes ethical and responsible decision-making very seriously and expects its staff, volunteers, and Directors to do the same.

5.2. All Directors must be bound by and comply with the CHA Director Code of Conduct at all times. This code outlines the behaviour that CHA requires from its Directors and sets out clear principles and guidelines for the ethical and professional conduct of Directors in effectively carrying out their responsibilities.

5.3. The Board has an appropriate system for enforcing compliance with the code.

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.

7. Publication of the Charter

7.1. The organisation's Annual Report will outline key features of the charter.

7.2. A copy of the charter is available at https://cairnshockey.com.au/resources/