

# Football NSW Board Charter

## 1. Board Purpose

- 1.1. The purpose of the Board is to promote the Objects of Football NSW. The Objects of Football NSW are stated in Section 1.1 of the Constitution of Football NSW (the Constitution), and are provided in Schedule 1 to this Charter.

## 2. Board Legal Obligations

- 2.1. The Board's obligations arise from, and its powers are limited by:
  - 2.1.1. The Constitution
  - 2.1.2. The Constitution, regulations, policies and rules of FIFA and the FFA, consistent with Sections 7 and 8 of the Constitution
  - 2.1.3. The Corporations Act (the Act), not least as it defines the roles and responsibilities of Directors in its Sections 179 to 197
  - 2.1.4. Commonwealth, State and Local Government laws and regulations that apply to Football NSW and its activities

## 3. Board Powers

- 3.1. The Board's powers are defined by Sections 11.1 and 11.2 of the Constitution, as follows:

**11.1 Directors to manage Company** *The Directors are to manage the Company's business and may exercise to the exclusion of the Company in general meeting all the powers of the Company which are not required, by the Corporations Act or by this Constitution, to be exercised by the Company in general meeting.*

**11.2 Specific powers of Directors** *Without limiting article 11.1, the Directors may exercise all the Company's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Company or of any other person.*

- 3.2. The Directors are obliged to exercise these powers with care and diligence, and in good faith, in the interests of the organisation, as required of Directors under the Act and as the Members of Football NSW would expect.

## **4. Governance, Operations and Stakeholder Engagement**

4.1. In discharging its responsibilities and powers, the Board separates those functions it identifies as constituting governance, and for which it takes direct responsibility, and those functions it identifies as operations, which, other than exceptional circumstances, it delegates to the Chief Executive Officer and the senior management team that he/she leads (Management), consistent with Section 13 of the Constitution.

4.2. The Board has determined that 'Governance' includes the following functions:

- 4.2.1. Board duties specified within the Constitution, for example, the appointment of persons to fill casual vacancies on the Board and the approval of By-Laws
- 4.2.2. Development, adoption and amendment of a Strategy document for Football NSW, and ongoing strategic review and assessment of the organisation's operating environment
- 4.2.3. Development, approval and amendment of the Board Charter
- 4.2.4. Appointment, performance management and replacement of the Chief Executive Officer, Company Secretary, external auditors, and any person holding the position of Internal Auditor from time to time
- 4.2.5. Appointment of individuals to Standing and Advisory Committees, except where such individuals are elected to positions consistent with the relevant By-Laws
- 4.2.6. Approval of a set of Delegations, and any amendment to such Delegations, for all functions within the organisation and for Standing and Advisory committees, and of expenditures or contracts outside such Delegations
- 4.2.7. Approval of the Accounting, Audit, Risk, Procurement and CEO Position policies, and any amendment of such policies
- 4.2.8. Declaration of Leagues
- 4.2.9. Approval of competition and program fees and payments, and any adjustment of such fees and programs
- 4.2.10. Approval of annual business plans and budgets developed and submitted by Management, and any amendment to such plans and budgets
- 4.2.11. Monthly review and approval of business and financial reports against the approved Strategy and the relevant annual business plan and budget, and of incident reporting consistent with its Audit and Risk policies
- 4.2.12. Approval of the annual report and accounts for the Annual General Meeting

4.3. The Board has determined that 'Operations' includes the following functions:

4.3.1. The development of annual business plans and budgets for approval by the Board

4.3.2. Appointment, performance management and termination of employees and volunteers

4.3.3. Day-to-day operations, expenditures and contractual agreements consistent with the approved annual budget, business plan and Delegations

4.3.4. Day-to-day enforcement and decision-making under the By-Laws and Regulations it establishes

4.3.5. Development, adoption and amendment of such other policies as are required operationally and not specified in section 4.2 above

4.4. Consistent with Sections 3.7 and 12.1 of the Constitution, the Board establishes a number of Standing and Advisory Committees to facilitate consultation with and engagement of its Members, and to obtain such advice as it decides is necessary. The Standing Committees required under the Constitution and established by the Board at the time this Charter is adopted, are set down in Schedule 2

4.5. Consistent with Section 15 of the Constitution, the Board establishes a set of By-Laws for the control and management of operations and of its Standing Committees and establishes advisory committees under a separate policy document

4.6. Under the By-Laws the Board establishes, it also establishes Grievance and Disciplinary Regulations and Competition Regulations for various forms of Football

4.7. Consistent with and subject to Section 12 of the Constitution, the Board will establish a Board Code of Conduct, and a Meetings Policy & related set of Procedures

4.8. The Board will establish an annual policy review cycle and annual decision-making cycle, requiring presentations from Management on specific policy areas, and to ensure that stakeholders and Standing and Advisory Committees are enabled to provide timely reports and advice for Board decision-making

## **5. Board Performance & Accountability**

5.1. The Board will report to Football NSW Members on the following performance

indicators:

- 5.1.1. The number of participants in Football and Futsal, by age, gender and geography, current year compared to the previous
- 5.1.2. The number of officials – coaches and referees – in Football and Futsal, by age, gender and geography, current year compared to the previous
- 5.1.3. The overall satisfaction rating of participants and officials, current year compared to the previous
- 5.1.4. The number of participants in development programs, by age, gender and geography, current year compared to the previous
- 5.1.5. The performance of teams representing Football NSW, current year compared to previous
- 5.1.6. The nature and extent of services it has provided to its Members, current year compared to previous year
- 5.1.7. The completion of projects in terms of timelines, budgets and outcomes
- 5.1.8. Overall financial management in terms of its efficiency, profitability and balance sheet, current year compared to previous
- 5.1.9. Any legal or regulatory compliance issues, and actions taken to remedy and prevent such issues

Section 1.1 of the Constitution of Football NSW sets down the following:

“The objects for which the Company is established are:

- (a) to be the member of FFA in respect of the State and to comply with the constitution and by-laws of FFA;
- (b) to govern, administer and regulate Football throughout the State and protect Football from abuse;
- (c) to prevent any infringement of the constitution and by-laws of FFA to the extent it is able to do so;
- (d) to foster friendly relations among the officials and players of Football by encouraging Football games in the State;
- (e) to promote, provide for, regulate and manage Football tournaments and games in the State.
- (f) to promote, provide for, regulate and manage Football players representing the State;
- (g) to co-operate with FFA, other members of FFA and other bodies in the promotion and development of, or otherwise in relation to, Football, the Statutes and Regulations and the Laws of the Game;
- (h) to facilitate the provision and maintenance of grounds, playing fields, materials, equipment and other facilities for Football in the State;
- (i) to the extent that it is in the best interests of the Company, to buy, sell, exchange, let, mortgage or otherwise deal in real and personal property of any kind whatsoever and to import, export, manufacture, produce, treat, buy, sell, exchange, let or hire and generally deal in all kinds of goods, plant, machinery, merchandise and articles of any kind; and
- (j) to carry on any business, enterprise or undertaking in any sphere or activity which is permitted by law.”

## Schedule 2 – Football NSW Standing and Advisory Committees

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- Referees Standing Committee
- Coaches' and Technical Standing Committee
- Women's Standing Committee
- Futsal Standing Committee
- National Premier League 1 Standing Committee
- National Premier League 2 Standing Committee
- National Premier League 3 Standing Committee
- State League Standing Committee
- Associations Standing Committee
- Legal and Regulatory Committee
- Audit and Risk Committee
- Disciplinary Committee
- General Purposes Tribunal
- Appeals Tribunal