



Board Charter

Adopted on 26 November 2024

Football NSW Limited

(ACN 003 215 923)

Valentine Sports Park

235-237 Meurants Lane,

Glenwood NSW 2768



Football NSW Limited Board Charter

Purpose

1. The Board of Directors of Football NSW Limited (FNSW or Company) is responsible for the overall governance of FNSW. This Board Charter (Charter) sets out the role, responsibilities, composition and processes of the Board.
2. The composition, structure and conduct of the Board is also governed by FNSW's Constitution, the Corporations Act, 2001 (Cth) and the general law.

Role of the Board

3. In general, the role of the Board is one of stewardship on behalf of the sport of football and futsal in New South Wales (with the exception of the northern regions of NSW, the governing body for which is Northern NSW Football Limited) and to make decisions that advance, promote and achieve the fulfilment of FNSW's objects as set out in the FNSW Constitution.
4. The Board is responsible for the overall governance, management and strategic direction of FNSW and overseeing the successful continuity of FNSW's role as a football governing body, its business and its long-term viability, the provision of strategic guidance and direction and the effective oversight of Management. In carrying out its responsibilities and functions, the Board will discharge its legal duties in good faith, with care and diligence, act honestly and in the best interests of FNSW.
5. The Board is expected to demonstrate leadership by acting in accordance with FNSW's values, setting the "tone from the top", challenging Management where appropriate and providing direction, advice and guidance generally.
6. The Directors shall review the strategies, performance, culture and policies of FNSW, recommended by Management, have due regard and consideration to FNSW's objects that include to govern, administer and regulate football and futsal throughout New South Wales (except that part of New South Wales that is governed and regulated by Football Northern NSW Limited) (NSW) and protect football from abuse and to promote, provide for, regulate and manage football competitions and games in NSW, the interests of its stakeholders and its role in the community.
7. The key functions of the Board, include, but are not limited to:
 - (a) appointing, supporting, providing advice and counsel to, and evaluating the performance of, the Chief Executive Officer (CEO);
 - (b) setting the performance criteria for the CEO, which are to be regularly reviewed by the Board;

- (c) approving strategic direction for FNSW and effective oversight of Management;
- (d) approving the Declarations of Leagues and Competition Fees;
- (e) through constructive engagement with Management and key stakeholders, reviewing, adding value to, approving and monitoring FNSW's values, ethical framework, policies, strategic direction and objectives;
- (f) supporting, reviewing and monitoring the operational and financial performance of FNSW;
- (g) approving the FNSW annual financial budget;
- (h) monitoring key financial and non-financial risk areas by ensuring the implementation of an effective risk management and internal control framework;
- (i) considering and approving FNSW's organisational structure and resourcing;
- (j) considering and approving FNSW's capital expenditure and significant or material contracts pursuant to financial delegations;
- (k) considering and exercising all of 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;
- (l) determining membership and role of Advisory Committees;
- (m) ensuring a diverse and effective Board, consistent with the FNSW Constitution and appropriate charters, policies and procedures for the Board and Advisory Committees;
- (n) managing Directors' interests, and any actual, potential or perceived conflicts of interests and declare them in writing to the Chair, the Board and to the Company Secretary, as soon as possible after they arise as well as leaving a Board meeting and not participating in Board deliberations and voting in respect of a resolution whenever there is a material personal interest;
- (o) the Board assessing its performance and that of individual Directors and the fulfillment of its responsibilities under this Charter annually. An external Board performance review is to also be undertaken at least every three years;
- (p) reviewing and recommending the amendment of the FNSW Constitution, regulations and FNSW By-laws;
- (q) reviewing the FNSW Procurement Policy and amending the financial delegations of Management;
- (r) overseeing FNSW's compliance with any applicable laws and regulations and any major litigation to which the Company is a party;
- (s) reviewing any matters pertaining to FNSW's members, including meetings, communications and the management of relations;
- (t) review and approve a FNSW Board Code of Conduct; and
- (u) appointing and removing the Company Secretary.

Directors' Duties

8. Directors must act in accordance with applicable legal and statutory requirements, and properly discharge all of their duties, including:
 - (a) acting in good faith and honestly, in the best interests of FNSW;
 - (b) using their powers of office for a proper purpose;
 - (c) acting with the requisite care, skill and diligence, demonstrating fairness and reasonableness in their decision-making;
 - (d) not making improper use of information gained through their position as a Director of FNSW;
 - (e) understanding FNSW's finances in order to reach a reasonably informed opinion of its financial position and to approve the Company's audited annual financial statements;
 - (f) not permitting FNSW to engage in insolvent trading;
 - (g) making reasonable enquiries and asking questions of the CEO and Management in order to ensure that FNSW is operating efficiently, effectively and legally;
 - (h) understanding the operational and potential reputational risks to FNSW;

- (i) undertaking diligent consideration and analysis of all proposals put to the Board; and
- (j) exercising independent thinking and judgement in the discharge of their responsibilities.

Director Conduct

9. The Board shall work as a collegiate team and adhere, in good faith, at Board meetings as well as any other interactions or engagements outside Board meetings, including with stakeholders, with the following standards of conduct which shall include, but not be limited to:
- (i) acting and behaving ethically in accordance with FNSW's values;
 - (ii) maintaining confidentiality of all Board discussions, deliberations and decisions (except where decisions are required to be publicly disclosed);
 - (iii) using judgement and commonsense when discussing issues in Board meetings;
 - (iv) overseeing the effective management of FNSW and making key decisions in a timely manner;
 - (v) preparing thoroughly for each Board and Committee meeting and adding value by their active and considered participation and discussion at such meetings;
 - (vi) behaving in a professional, respectful and courteous manner towards fellow Directors and refraining from making any personal attacks that are critical of a fellow Director or any FNSW employee;
 - (vii) not engaging in any conduct or making any public statement likely or intended to prejudice, harm, defame or otherwise discredit or denigrate FNSW, or any fellow FNSW Director, member, employee, partner, sponsor, or the administration, governance and regulation of football in NSW;
 - (viii) supporting Board decisions in discussions or representations made outside the Board Room, including, but not limited to, any members, stakeholders, employees, partners, and suppliers; and
 - (ix) complying with the terms of this Charter, the FNSW Constitution, the FNSW Code of Board Conduct, and any applicable legal or regulatory requirements.

Roles and Responsibilities of the Chair

10. In accordance with the FNSW Constitution, the Chair shall be an Elected Director who is elected by the Elected Directors and shall remain Chair, subject to remaining an Elected Director, until the end of the next Annual General Meeting (AGM) of the Company at which an election of an Elected Director(s) takes place.
11. The Chair shall lead the Board and preside as chair of each Board meeting and the Company's AGM as well as oversee the performance of the Board to ensure that the Board conforms with the requirements of this Charter.
12. The Chair shall undertake the following specific responsibilities:
- (i) represent the views of the Board to members, stakeholders, regulators, media and the general community;
 - (ii) foster and encourage a respectful, open, inclusive and, as appropriate, a robust discussion and debate by the Board, and with Management;
 - (iii) maintain a regular, open and constructive dialogue with the FNSW CEO and Management, serving as the primary conduit between the Board and Management; and
 - (iv) liaise and collaborate with the CEO and the Company Secretary in respect of reviewing and settling the agenda for each Board meeting and AGM and with the Company Secretary in respect of any information or advice required to better facilitate and assist the Board generally in its decision-making processes.

Composition of the Board

13. The size and composition of the Board shall be determined in accordance with the FNSW Constitution.
14. The Board shall be constituted by no less than five Directors and no more than nine Directors comprised of up to six Elected Directors, including the Chair and Deputy Chair, and up to three Appointed Directors. The Board may at any time appoint a Director to fill the casual vacancy that arises whenever an Elected Director ceases to hold office other than at an AGM. The terms of office of Directors are specified in the FNSW Constitution in addition to specifying eligibility, nomination, retirement, and rotation requirements.
15. All Directors of FNSW are non-executive directors.
16. The Board should demonstrate a strong and public commitment to progressing towards achieving its diversity, equity, gender balance and inclusion goals within its Board composition.
17. The Board shall review the Board's skills matrix on a regular basis to ensure that any gaps in the collective skills of the Board are part of FNSW's professional development initiatives for Directors and for the purposes of evaluating the balance of skills, knowledge, experience, independence and diversity on the Board, for the purposes of assisting in determining the capabilities required when recruiting for Appointed Directors.

Board Meetings

18. The Board shall meet monthly (except in January) or more often as may be determined as being necessary by the Board from time to time to properly fulfil its responsibilities and undertake its role effectively. Board meetings shall be scheduled to commence at a time to be determined by the Chair. Directors shall be present in person (unless otherwise excused by the Chair, in which event a Director shall be present at Board meetings remotely via electronic means).
19. A quorum for a Board meeting is four Directors (at least two of whom are entitled to vote). The Board may resolve to approve and fix an alternative quorum requirement for the holding of Board meetings.
20. If the Chair is not present at a Board meeting, or not present within 15 minutes after the scheduled commencement time of the Board meeting or is present but is unwilling to act as chair of the Board meeting, the Deputy Chair or, if unable or unwilling to preside, a Director chosen by a majority of Directors present shall chair the Board meeting.
21. Any matters or questions requiring the passing of a Board resolution at a Board meeting where a quorum is present shall be decided by a majority of votes of Directors being present and entitled to vote. Each Director shall have one vote. In the event of an equality of votes by Directors in respect of any proposed resolution, the chair of the Board meeting shall have a second or casting vote in addition to any vote the chair of the Board Meeting has in his or her capacity as a Director in respect of that resolution.
22. Circular resolutions require the unanimous approval of all Directors, other than any Director on leave of absence approved by the Board and any Director who disqualifies himself or herself on the grounds that the Director is not entitled at law or reasonably believes is not entitled at law to consider the resolution or has a conflict of interest. The number of Directors who approve the circular resolution would have constituted a quorum at a Board meeting if it had been held to

consider the resolution. A circular resolution shall be deemed to have been approved on the day and time the resolution was approved by the last Director to do so.

23. Directors may be excused from being present at Board meetings if a prior leave of absence is approved by the Board.
24. The office of Director becomes vacant if a Director is not present personally at three consecutive Board meetings without an approved leave of absence provided by the Board.
25. The Board may invite the CEO, Management, external advisers and the Company's auditor to attend Board meetings.

Advisory Committees

26. The Board may establish Advisory Committees and determine the membership of each Committee in accordance with the FNSW Constitution.
27. Minutes of all Advisory Committee meetings shall be made available to the Board and Committee chairs may provide reports of Advisory Committee business at the next Board meeting.

Standing Committees

28. The Board must establish the following Standing Committees:
 - (i) a Referees Standing Committee;
 - (ii) a Coaches' Standing Committee;
 - (iii) a Women's Standing Committee;
 - (iv) a Futsal Standing Committee;
 - (v) an NPL Men's Standing Committee;
 - (vi) an NPL Women's and League One Women's Standing Committee;
 - (vii) a League One Men's Standing Committee;
 - (viii) a League Two Men's Standing Committee; and
 - (ix) an Associations Standing Committee.
29. The Board may establish, with the consent of Football Australia (FA), any other Standing Committee.
30. A Standing Committee is to be established by a By-law made by the Board in a form approved by FA. In respect of each Standing Committee, the By-law must provide for its functions, membership (including the number of members) and operation and the election of, vacation of office by, and removal of, members of the Standing Committee.
31. The Board may, with the consent of FA, dissolve any Standing Committee by repealing the By-law under which it was established.

Company Secretary

32. The Company Secretary is accountable to the Board, through the Chair, on all matters relating to the proper functioning of the Board and shall attend Board meetings for the purposes of advising the Board, if requested, in respect of matters pertaining to the conduct of Board meetings, and for taking minutes of the Board meeting.

33. All Directors shall have unfettered access to the Company Secretary.

Access and Advice

34. The Board shall have free and unfettered access to Management and any other internal or external persons that may be required to fulfil its responsibilities. Such access shall be facilitated for the Board by the CEO.

35. The Board may, with the prior approval of the Chair, where practicable, engage, consult and seek independent advice from such consultants or experts, at the Company's expense, as may be required from time to time to properly discharge its responsibilities.

Charter Review

36. The Board may review and amend this Charter, as appropriate, on an annual basis.