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**South Fremantle Football Club (SFFC)**

**Extract from Board  
Governance Charter**

**Role of Directors + Code of Conduct**

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**Approved November 2023**

# Role of Board Members (Directors)

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The Board's primary responsibility is to direct the affairs of SFFC on behalf of its members. Individual Directors represent and serve the interests of members and collectively oversee and appraise the strategies, major policies, overall operations, performance and legal conformance of the Club.

Principal functions and responsibilities of Directors include:

- Ensuring effective governance of the Club.
- Formulation of the Club's strategic direction.
- Reviewing, approving and monitoring the strategic plan and annual budget.
- Monitoring and assessing performance of the Club, both on and off-field.
- Development of Board and organisational policies.
- Ensuring compliance with legal requirements.
- Monitoring of risks associated with the operation of the Club.
- Recruitment and monitoring the performance of the CEO.
- Involvement with Board Committees.
- Identifying skills required by the Board and considering potential candidates for service on the Board.

Directors have a duty to understand the Club, its operating environment and financial position, and to apply their expertise and skill in the Club's best interests. Directors also have operational responsibilities to:

- a. Where practical, attend all meetings of the Board or Committees of which they are a member and ensure they are adequately prepared by obtaining and thoroughly reviewing all agenda items.
- b. Analyse, question, request information, raise matters of concern and fully canvas all aspects of any issue confronting the Club.
- c. Be independent in judgement and actions and take all reasonable steps to be satisfied as to the soundness of decisions taken by the Board.
- d. Ensure they have and maintain adequate knowledge of their legal responsibilities and are familiar with legislation and regulations governing the operations of the Club.
- e. Adhere to the values of the Club in their dealings with all stakeholders.
- f. Take all reasonable steps to represent, promote and demonstrate a commitment to the Club, members and the wider community.
- g. Be available to and maintain open lines of communication with members to promote the values, vision, mission and strategies of the Club.

The Board Code of Conduct sets standards to guide the decisions, actions and behaviours of the SFFC Board. The Code of Conduct provides further detail as to the role and responsibilities of Directors, and illustrates the obligations and behaviours expected.

A copy of the Code of Conduct will be provided to all persons nominating for a SFFC Director position.

New Board members will be provided with a Letter of Appointment which sets out the key terms and conditions of their appointment as a Director.

# Board Code of Conduct

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SFFC Directors must pursue, and must be seen to pursue, the best interest of the Club and its members. Directors must perform their duties impartially, with professionalism, objectivity and integrity. To maintain the confidence of Club members in the Board, it is essential that Directors exhibit the highest possible standards in carrying out their duties.

This Code of Conduct sets out the standards of behaviour for SFFC Directors. It describes obligations and required behaviours of those who serve on the SFFC Board.

The Code is underpinned by the following ethical principles:

- Integrity
- Accountability
- Honesty
- Impartiality
- Objectivity

SFFC Directors are required to meet the following basic standards:

- Respect the rights, dignity and worth of others.
- Be fair, considerate and honest in all dealings with others.
- Be professional in, and accept responsibility for, his/her actions.
- Make a commitment to giving quality service for as long as the Directorship continues.
- Be aware of, and maintain an uncompromising adherence to SFFC standards, rules and policies.
- Be aware that first and foremost you are a SFFC Director. Note that any additional positions you may hold (e.g., Sponsor, Team Manager, Life Member) in no way absolve your official duties as a SFFC Director at any time.
- Operate within WAFC guidelines that govern SFFC.

Specifically, SFFC Directors are to behave in the following manner:

## **Conduct**

- Act in the best interests of SFFC.
- Carry out their duties in a lawful manner and ensure that SFFC carries out its business in accordance with the law and the SFFC Constitution.
- Contribute to the realisation of SFFC's vision, mission and values.
- Not do anything that in any way maligns SFFC or harms the Club's public image.

## **Meetings**

- Avoid conflicts of interests.
- Be diligent; devote sufficient time to prepare for Board meetings thereby allowing full and appropriate participation in the decision-making process.
- Interact with the Board and wider Club in a positive and constructive manner.
- Listen and respect the views of others.
- Make informed decisions and give due consideration to differing points of view on the Board and amongst Club members.
- Accept and support the decision of the majority.

- Participate in Board performance appraisal, renewal and succession planning.
- Exercise independent judgement and action and take reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.

### **Strategy and Advocacy**

- Contribute to the development, implementation and review of Club strategy and ensure that all activities undertaken by the Club are responsive and appropriate to the needs and interests of members.
- Ensure all Board and Club activities comply with the Constitution, By-Laws, Rules and Policies.
- Ensure that the Board is accountable to members by documenting and communicating actions and decisions, as appropriate.

### **Integrity and Respect**

- Act with honesty, integrity, in good faith and in the best interests of the Club and its members.
- Disclose any instance of fraud or corruption on the Board or within the Club.
- Ensure that SFFC complies with all laws governing its operations.
- Undertake Director duties with appropriate care and diligence and understand and exercise any authorities responsibly and within their limits.
- Deal honestly with all stakeholders.
- Treat all stakeholders with dignity and respect.
- Not discriminate against, harass or bully others.
- Not engage in conduct likely to bring discredit upon the Club.
- Not abuse their position to obtain advantage for themselves, their family members or close associates, and/or demonstrate abuse of authority.

### **Conflicts of Interest**

- Act in accordance with the Board Conflicts of Interest Policy.
- Avoid being placed in an actual, apparent or potential situation of making a decision in relation to SFFC business that might be affected by a personal interest.
- Disclose conflicts of interest promptly and clearly.
- Not accept gifts of hospitality that might reasonably be thought to influence judgement.
- Not take improper advantage of being a Board member.

### **Confidentiality**

- Observe and respect the confidentiality of non-public information acquired by Club.
- Respect the confidentiality of the content of Board papers, discussions, decisions and related correspondence.
- Ensure that the President, the CEO, or their nominees are the only people to speak to the media on behalf of SFFC.
- Do not disclose or allow to be disclosed, confidential information received in the course of the exercise of Director duties, unless that disclosure has been authorised by the Board or is required to be disclosed by law.
- Not knowingly or recklessly disseminate false or misleading information in matters before the Board.
- Not make improper use of information acquired as a Board member.

### **Finance**

- Act in accordance with Director's fiduciary duties, complying with the spirit and the letter of the law.
- Ensure that members are provided with an accurate and balanced view of SFFC's performance.
- Ensure that SFFC assets are protected using a suitable risk management strategy.

### **Compliance**

- Comply with the law, the Code of Conduct and all applicable SFFC policies and procedures.
- Complete all induction and education programs required to build and maintain awareness and understanding of relevant laws, policies, procedures and practices.
- Report all breaches of this Code of Conduct to the President.

### **Relationship with CEO**

- Develop performance indicators and define results that are to be achieved by the CEO, including appropriate reporting and appraisal processes and agreed timeframes.
- Support the CEO by only communicating with staff either through the CEO or with the CEO's endorsement.
- Perform a pastoral role to the CEO, if/as required.

### **Communication**

- Inside Board meetings, Directors have a duty to be forthright; to question their own and other's positions, to request information on which to make informed decisions, to raise issues of consequence and concern, to fully canvas all aspects of any issue confronting the Club, and to cast their vote on any resolution according to their own best judgement.
- Outside the boardroom, Directors must fully support the letter and spirit of Board decisions in discussions with all Club members and other stakeholders.

The Board is expected to work diligently together, as a unified group, to meet and uphold the standards of behaviour described in this Code. Failure to uphold the Code may result in the termination of a Director's tenure as a SFFC Board member. See Appendix 3 for the Director's Code of Conduct Undertaking.