

# WAFC Corporate Governance Charter

## PURPOSE

This Corporate Governance Charter is a reference document for the West Australian Football Commission and sets out a corporate governance framework to guide the WAFC Board, Committees and Staff. It is to be read in conjunction with the WAFC Constitution.

## WAFC VISION AND VALUES

### VISION

A Vision:

- That seeks to build from our strong foundations with a clear plan for the future.
- That will align our organisation and the industry on how we make football relevant, successful and engaging for everyone associated with our great game, both today and into the future.
- "The game for all Western Australians."

### VALUES

- Our People
- Being Our Very Best
- Our Relationships
- Leading Our Industry.

## Corporate Governance Framework & Table of Contents

Sections:	Page
<b>1 Defining Governance Roles</b>	<b>2</b>
<b>2 Improving Board Processes</b>	<b>8</b>
<b>3 Key Board Functions</b>	<b>11</b>
<b>4 Continuing Improvement</b>	<b>17</b>

### Approval history

Board endorsed: [12 June 2024]

## Defining Governance Roles

### 1.1. Role of the Board (Commission)

The role of the Board is to achieve the objects of the Constitution which are to promote, develop, control, manage and encourage Football, including:

- To promote, encourage and oversee the growth and development of Football.
- To provide guidance, planning, and leadership to all levels of the Football industry.
- To promote, develop, and ensure the effective management of Football matches at all levels of the football industry and recognise the WAFL as the pre-eminent Football league in the State of Western Australia.
- As owners, to oversee and ensure the effective management of the AFL Clubs and to promote, develop and encourage the AFL Clubs and Football matches and competitions conducted by the AFL.
- To ensure the adequate development and management of grounds, other sporting stadiums and Football facilities and provide guidance and planning for the efficient use of other Football facilities.

Key aspects of the WAFC's role include:

- Providing independent leadership to stakeholders in relation to:
  - strategic leadership and vision in football,
  - governance, and
  - resource allocation.
- Supervision and collaboration with stakeholders to ensure an integrated and cohesive football structure with high management standards and levels of satisfaction.
- Prudent financial management and administration to ensure a financially stable football system.
- Taking a leading role in growing the game, targeting increased participation and enjoyment.
- Playing a key role in advocacy of relevant issues.
- Ensuring expenditure of funds from the WAFC Funding Agreement are in accordance with the Football Party Good Industry Practice and Approved Purpose as per the Agreement.

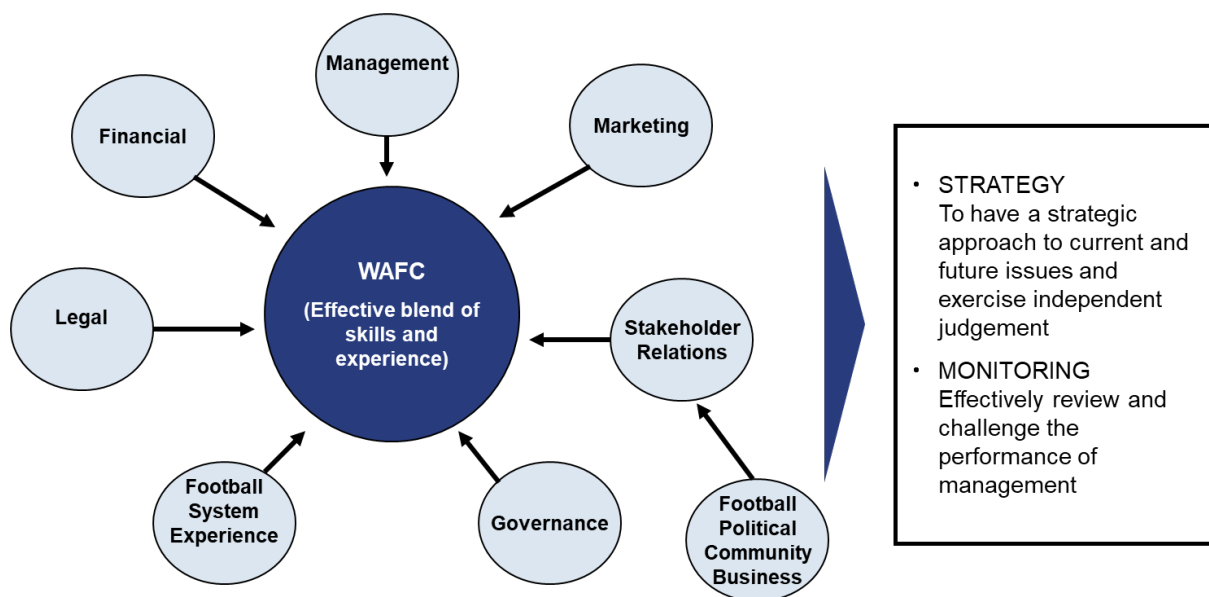
The Board's responsibilities include the following duties:

- Strategy development and implementation.
- Setting risk appetite and culture.
- Commitment to inclusion at all levels of the organisation.
- Supporting HSE obligations.
- Policy setting and review.
- Enhancing and protecting the WAFC brand.

- Overseeing the project to create a new home of football.
- Managing significant issues in WA football when they occur.
- Providing strategic advice and direction to support football operations, governance and financial outcomes.

## 1.2. Board Structure (Commissioners' skills)

The WAFC Board of Commissioners should be of an effective composition, size<sup>1</sup> and commitment to adequately discharge its responsibilities and duties.



## 1.3. Board Structure (Commissioner attributes)

Commissioners should possess a number of attributes<sup>2</sup> in order for the WAFC to discharge its mandate effectively:

- Be of good public standing and reputation;
- Demonstrate an ability to think laterally and objectively about the future growth of the game of football, requiring a good understanding of risk assessment and management;
- Act independently and make decisions without favour or prejudice to any particular individual or group;
- Offer sufficient blend of skills, experience, diversity and or knowledge (such as football, sports management, human resources, finance, commerce, strategy, indigenous, audit, risk, government relations, communications facility development and legal) that could complement the existing skills of Commissioners, which will assist the wide- ranging responsibilities of the Commission;

<sup>1</sup> WAFC comprises eight Commissioners who are appointed in accordance with Article 7 of the WAFC Constitution

<sup>2</sup> Based on criteria set out in the 2023 Criteria for Appointment of Commissioners

- Assist in setting the strategic direction for the Commission in addition to providing sound advice on managing issues;
- Understand and accept the importance of maintaining confidentiality where such confidence is required;
- Understand and respect the orderly workings of the Commission in order to maintain the integrity of the decision-making process;
- Be able to contribute to a challenging Board environment whilst respecting other Commission members and their views;
- Demonstrate Board experience (especially in larger more complex NFP) and understand the separation of duties and responsibilities of a Board member and the Executive Team;
- Have an understanding of a responsiveness to stakeholders and be able to attend functions and events on a regular basis as well as mix with and generally represent the Commission in the broad community.

#### **1.4. Board Structure (Commissioner skill mix)**

The Commission should have an appropriate mix of skills in order to provide a broad range of expertise.

- Industry and sector experience/knowledge:
  - Football industry - management
  - Football industry - player/coach/umpire
  - Sports management/high performance
  - Not-for-profit
  - Corporate.
- Governance and risk skills:
  - Legal
  - Health and Safety Legislation
  - Governance framework and policy setting
  - Establishing risk appetite.
- Business and commercial skills and experience:
  - Strategy
  - Financial strategy
  - Financial reporting
  - Financial risk
  - Audit
  - Commercial negotiations
  - Turnaround situations
  - Commercial property planning and development/facility management
  - Fundraising
  - Indigenous/multi-cultural engagement and support
  - Growth areas (including marketing, sales, sponsorship, digital, etc)
  - Governance (including health and safety)
  - People and culture skills (including HR, people development)

- Pastoral care/welfare
- Political/Government relations – Federal, State or Local Government
- CEO experience
- Stakeholder communications/relations.
- Other:
  - Other board experience
  - Governance qualification – AICD, GIA.

## 1.5. Role of Commissioners

Being a Commissioner carries with it certain responsibilities and duties:

Practical Role	Practical Standards
<ul style="list-style-type: none"> <li>● Know and understand the operations and activities of the Commission</li> <li>● Know and understand how various courses of action will impact upon the Commission</li> <li>● Seek professional advice where appropriate (lawyer, auditor, consultant)</li> <li>● Regularly question the executive management about the state of the business</li> <li>● Actively participate at Commission meetings and Committee meetings (standing invitations are in place for Commissioners to attend any Committee meeting)</li> <li>● Be accessible to the football community and stakeholders, by way of attendance at matches and functions</li> <li>● Present and advocate for the Commission</li> </ul>	<ul style="list-style-type: none"> <li>● Act in good faith in the interests of the Commission and meet fiduciary duty obligations</li> <li>● Exercise powers as a Commissioner for the purposes for which they were conferred and not for any ancillary or improper purpose</li> <li>● Fulfill all of the other legal obligations of a director (equivalent standard to s180-184 Corps Act)</li> <li>● Notify other Commissioners of a material personal interest if and when a conflict arises</li> <li>● Maintain proper financial records</li> <li>● Not make decisions which render the Commission insolvent or enter into transactions when the Commissioner knows the Commission is or is likely to become insolvent (equivalent standard to s588G Corps Act)</li> <li>● Meet obligations for Not-For-Profit organisations</li> </ul>

The Commissioners’ Code of Conduct sets out other Commissioner responsibilities, general and specific conduct, guidance as to confidentiality, rights to information, independence and conflicts, Commissioner and employee engagement, and governance and succession planning.

## **1.6. Role of Chair**

The Chair is responsible for the leadership of the Commission and facilitating the effective contribution by Commissioners in line with the agreed values of the WAFC.

Key roles of the Chair include:

- Responsibility for the leadership of the Commission.
- Responsibility for the chairing and effective conduct of meetings and forums.
- Responsibility for the organisation and conduct of the Commission (Board) function.
- Responsibility for briefing Commissioners in relation to issues arising.
- Facilitating the effective contribution of all Commissioners.
- Promoting constructive and respectful relations between Commissioners and between Commissioners and management.
- Being a figurehead/spokesperson and advocate for the football community in WA.
- Maintaining appropriate dialogue with stakeholders.
- Maintaining a professional relationship with the Chief Executive and facilitating executive reviews.

## **1.7. Role of Chief Executive Officer**

The Chief Executive Officer has a critical role in driving the operations of the WAFC in accordance with the strategic direction provided by the Board.

Key roles of the Chief Executive Officer include:

- Providing leadership, direction and drive for the Commission.
- Supporting the operations and administration of the Commission by advising and informing Commissioners, and interfacing between Commissioners and staff.
- Overseeing the design, promotion, delivery and quality of WAFC programs and initiatives.
- Recommending the annual budget for Commission approval and prudently managing the WAFC's resources and assets within those budget constraints.
- Developing and implementing a long-term financial strategy.
- Being a figurehead/spokesperson and advocate for the football community in WA.
- Effectively managing the human resources of the WAFC.
- Ensuring that the WAFC and its vision, programs and initiatives are consistently presented in a strong positive image to relevant stakeholders.
- Overseeing the management of key assets – FFC, WCE, WAFL, WAFLW.

## 1.8. Commissioner Appointment

Commissioners are appointed in accordance with Article 7 of the WAFC Constitution.

- WAFC Board to provide feedback on the Criteria for Appointment of Commissioners and Commissioner Duties and Obligations.
- A newspaper advertisement calling for expressions of interest to be placed not less than four months prior to the end of a term of any current Commissioner.
- Nomination Committee members selected and notice of meeting for Nomination Committee meetings sent.
- Expressions of interest to be distributed to Nominee Members (WCE/FFC/WAFL Clubs), eligible Ordinary Members (WAFC Commissioners), Affiliated Associations (CFWA, PFL, SFL, AFLMWA & RDCs) and Nomination Committee members.
- Nomination Committee meets for the purpose of making recommendations to the Board for candidates to be considered for appointment as Commissioners to fill each vacancy on the Board.
- Ordinary Member, Nominee Members and Affiliated Associations vote on shortlisted candidates (Ordinary Members 10%, WCE 20%, FFC 20%, WAFL Clubs 30%, Affiliated Associations 20%) by postal ballot.
- Formal confirmation by secret ballot of Nominee Members (WCE 25%, FFC 25%, WAFL Clubs 50%) at a meeting convened in accordance with the WAFC Constitution.
- Commissioners are appointed for a term not exceeding 3 years, commencing on 1 January of the following year, and retire on 1 January at the end of their 3-year term and shall be eligible for re-appointment.
- No Commissioner shall be eligible to be considered for re-appointment where that Commissioner has been in office for more than 9 consecutive years unless otherwise decided by an Ordinary Resolution.

## 2. Improving Board Processes

### 2.1. Board Meetings

Board meetings must focus on planning, governance, strategy, monitoring and policy. Successful Board meetings achieve a common goal through effective communication and collective action.

Characteristics of successful Board meetings include:

- Structured agenda
- Clear and informative Board papers
- Active participation
- Respect
- Confidentiality
- Solidarity
- Informed decisions
- Sufficient time
- Strategy and policy focus
- Clear outcomes
- Chair allows free and constructive debate but is always in control
- Regular meetings
- Free and open debate.

### 2.2. Board Agendas

The agenda sets the framework for the Board meeting. The agenda provides a sense of purpose and direction of the meeting.

The agenda should comprise the following and be continually reviewed:

- Date, time and place of meeting
- Attendees and apologies, acknowledgements and quorum
- Presentation (as necessary)
- Procedural Requirements, including declarations of interest or conflicts
- Items for Decision
- Items for Discussion/Update
- Items for Noting/Information
- Any Other Business.

Please note:

1. Any Board member may request the placement of an item 'for Noting' into items 'for Decision' to allow for discussion and resolution.
2. Each item on the agenda should clearly identify whether the matter is for Discussion, Decision, Noting, etc. Every paper submitted to the Board must use the correct Board paper template.



3. Board meetings commence at 5.00pm and generally conclude by 7.00pm.

### **2.3. Board Papers**

Board packs are to be circulated electronically at least 5 business days' prior to the meeting via the Board Effect App. All papers must use the correct Board paper template which incorporates the following:

- Purpose of paper
- Strategic alignment
- Background information
- Identification and analysis of the major issues and options – where possible supporting evidence/data provided
- Stakeholder impact (if applicable)
- Media considerations
- Financial implications (if applicable)
- Clear recommendation(s).

### **2.4. Board Minutes and Decision Making**

Key aspects include:

- Must provide an accurate record of the meeting.
- Typically, the Board discusses and resolves matters by consensus and, where possible, does not minute individual statements or views.
- Where a policy matter or decision has been made the matter is confirmed by resolution. In these instances, it is acceptable to confirm the resolution/recommendation by "it was resolved".
- Where an action has been determined that will not be reflected in policy the issue can be confirmed by agreement – "it was agreed".
- Upon the request of a Board member a formal nominated/seconded vote will be conducted, with the outcome to be formally recorded with those voting for and against.
- At an Annual General Meeting (AGM) it is necessary for resolutions to be nominated and seconded. A record is kept of the voting outcome.
- The draft Board minutes shall be provided within 5 business days to the Chief Executive Officer for review followed by the Chair for approval, following which they will be circulated to Board members within ten business days or less of the meeting. They will also be included in the following Board pack.
- Board minutes and papers are to remain confidential.

## 2.5. Board Planner and Meeting Schedule

The Board Planner and Meeting Schedule will provide a yearly summary of dates and key agenda items. The calendar will improve efficiency by spreading demands, allowing for appropriate preparation and ensuring that routine matters are attended to.

Some of the key dates would incorporate:

- Meeting dates of the Board
- Constitutional requirements – football forums, AGM, election processes, etc.
- Meeting dates of Committees
- Suggested date for Board and Chief Executive evaluation
- Review of Strategic Plan
- Planning for the annual operational plans and budget process
- Board planning days
- Board development activities
- Official football functions and social activities.

## 2.6. Committees

The WAFC has several standing Committees, that may change from time to time, that have specific portfolios to oversee:

- Finance, Funding & Commercial
- Risk & Governance
- Marketing & Sponsorship
- Integrity Steering Committee
- Heritage
- Football Affairs
- Women in Football Advisory
- Indigenous Strategy
- WA Football Facilities Fund Steering Committee
- Future Home of Football
- Stadium Revenue

Each Committee has a defined terms of reference which incorporates:

- Scope
- Values
- Objectives
- Delegated authority of the Committee
- Membership
- Relationship with management and other stakeholders
- Operating principles
- Evaluation of committee effectiveness.

### **3. Key Board Functions**

#### **3.1. Strategy Formulation**

The Board is responsible for the direction and overseeing of football in WA on behalf of all football stakeholders and participants.

The Board is responsible for the determination of policies and strategies by which management can be guided for the conduct of day-to-day operations. The strategies must align with the overall mission, vision and goals of the Board.

The Board will be aware of emerging trends, issues and views of stakeholders to enable the development, review and implementation of a Strategic Plan that will fulfill the vision and goals of the WAFC. Annual Operational Plans will be developed to achieve the goals articulated in the Strategic Plan.

The Strategic Plan will be reviewed in the following manner:

- July/August – Strategic Plan Review Workshop (if required)
- August – Adoption of modified strategies/development of Divisional Operational Plans
- September – Presentation of Operational Plans and Draft Budget
- October – Annual Budget and Operational Plan Approved
- October – Annual Update on Strategic Plan.

#### **3.2. Service/Advice/Contracts**

##### **3.2.1. COMMISSION SEAL**

The Chief Executive is charged with the safekeeping and custody of the Commission seal.

The Commission has delegated the approval for sealing of Commission documents to the Risk & Governance Committee.

Prior to affixing the seal the following shall occur:

- The party holding the delegated authority shall refer the document to the Chief Executive and indicate it is in order to be sealed.
- Upon the recommendation of the Chief Executive, the Chair of the Risk & Governance Committee shall review the document for sealing.
- On approval for affixing the seal, a circular resolution shall be provided to the Risk & Governance Committee.
- Upon a majority approval by the Risk & Governance Committee, the document shall be sealed and signed by two of the following – one Commissioner member and the Chief Executive.
- Documents that are sealed shall be noted at the subsequent Commission meeting.

### **3.2.2. CONTRACTS**

The Chief Executive is authorised to execute agreements or other instruments not under seal on behalf of the Commission in line with WAFC's Delegations Policy and Delegated Authority Schedule, overseen by the Finance Committee and the WAFC Delegated Authority.

Other agreements or instruments not under seal may be executed on behalf of the Commission by the Chief Executive or other officer or employee of the Commission as authorised by the Board via the WAFC Delegated Authority Schedule or by a Committee of the Board authorised by the Board in that regard.

A contract administration process will be maintained.

### **3.2.3. DEEDS**

Deeds are to be executed under the Commission seal as provided for above, after Risk & Governance Committee endorsement.

## **3.3. Monitoring/Compliance**

### **3.3.1. MONTHLY FINANCIAL REPORTING**

The Board has authorised the Executive Manager Operations & Capability to produce the following:

- Monthly P&L and Balance Sheet.
- P&Ls are produced line by line, Division by Division and are generated direct from the accounting package.
- P&Ls are provided with a comparison to budget on a monthly and YTD basis. The Finance Committee is to review performance and the forecasts to end of year.
- Chief Executive and Executive Manager Corporate Services are responsible for providing an end-of-year performance forecast monthly and a 5-year performance projection.
- Monthly bank reconciliations.

### **3.3.2. ANNUAL STATUTORY COMPLIANCE**

The Board has authorised the Executive Manager Operations & Capability to be responsible for:

- Monthly BAS return.
- Monthly payroll tax return.
- Annual FBT return.

- Annual employee payment summaries.
- Monthly superannuation payment and compliance.

### **3.3.3. AUDIT FUNCTION**

A minimum, annual end-of-year audit is to be performed by external auditors.

In accordance with the WAFC Constitution, the auditors are to provide a report to the Board by 31 January each year as to the accuracy of the accounts and the financial position of the Commission.

Management (in response to the annual Audit report) is to respond in writing to the Board if necessary.

### **3.3.4. GENERAL CONTRACTUAL COMPLIANCE**

Monitor contractual requirements and compliance obligations with key contracts (e.g. State Funding Agreement).

## **3.4. Risk Management**

### **RISK MANAGEMENT PLAN**

The Risk Management Plan is defined by Australian standards as “the culture, process and structures that are directed towards the effective management of potential opportunities and adverse effects”.

The Board is responsible for monitoring appropriate risk management strategies. The Board is to review risk profile, risk management, compliance and control, in addition to assessment of effectiveness.<sup>3</sup> The Risk & Governance Committee will oversee and review the risk management strategies.

## **3.5. Chief Executive Officer Performance Evaluation**

### **ANNUAL PERFORMANCE REVIEW**

- Based on clear and agreed performance criteria
- Conducted by the Chair and one other Commissioner
- Full Board should be involved in the review process (i.e. input and discussion).

Key evaluations involve:

- Achievement of annual operational objectives
- Achievement of strategic goals

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<sup>3</sup> ASX Corporate Governance Council – CG Principle 7: Recognise and manage risk

- Behavioural characteristics (as agreed in previous year).

Confidentiality is essential.

### **3.6. Delegation of Authority**

Committees of the Board are formed annually to focus on specific areas of the WAFC.

The standing Committees of the WAFC are listed under section 2.6 'Committees'.

Each Committee has Terms of Reference and membership, which are reviewed annually. The Terms of Reference clearly set out the scope, objectives, delegation of authority and operating principles of each Committee, and they have been formulated using a template for uniformity.

A Delegated Authority Schedule within the WAFC Delegations Policy dictates the authority of the Executive, Committees and the Board in relation to decision-making processes. The Board shall review the Policy and Authority Schedule annually.

### **3.7. Public Comment Protocol**

- Chair and Chief Executive are authorised to make public comments, as per the Media Policy.
- Where possible the Chair will adopt a low-profile position with the Chief Executive to take a lead role as the spokesperson for football.
- If required to comment the Chair will:
  - Defer football operational issues to Chief Executive.
  - Comment on key strategic issues in accordance with Board policy and position.
  - Chief Executive may comment on all issues as required.
  - The FFC Management Protocols dictate that the WAFC will not comment on internal club matters. A similar approach should be adopted for the WCE. The general approach will be "That is a matter for the Club to deal with. We have every confidence in the Board to deal with this matter. If necessary we will discuss the matter directly with the Board."
- Where there is likely to be a public issue all other Commissioners will be notified.
- Commissioners other than the Chair are not to make any media comments without the Chair's specific authorisation, unless there is a specific issue with which they are dealing with in their role as Chair of one of the sub-committees, e.g. Football Affairs determination.
- Key points will be issued to Commissioners on a regular basis (in circular) detailing the key positioning to be presented in public forums.

- The Commissioners will be issued with a summary of the key strategic issues for the coming year. These issues will provide the basis of discussion at public forums.

### **3.8. Commissioner Rights to Information**

In performing their role as Commissioners, WAFC Commissioners have the right to be fully and properly informed as specifically:

- To have complete and open access to the Chief Executive Officer (or equivalent named position) in consultation with and through the Chair of the Board (or equivalent named person) in respect of the performance of his or her duties and responsibilities on a day-to day basis;
- To have complete and open access to the senior executive and management levels of the WAFC in consultation with and through the Chief Executive Officer (or equivalent named position);
- As a Board, to conduct or direct any investigation into the WAFC's affairs required to fulfil their duties and for that purpose to engage financial, accounting, legal and other advisers, consultants or experts at the cost of the Commission;
- As individuals, to have access to independent professional advice generally in respect of the performance of their duties and responsibilities as Commissioners at the WAFC's expense but subject to:
  - obtaining the prior approval of the Chair of the Board; and
  - unless the Chair otherwise agrees, the advice being available to and for the benefit of the Board generally.

## **4. Continuing Improvement**

### **4.1. Commissioner Protection**

In accordance with statutory requirements and in keeping with general law, Commissioners are expected to discharge their fiduciary duty and fulfil their legal and policy obligations.

The WAFC maintains a policy for Directors' and Officers' liability, which is renewed and signed annually.

All Commissioners sign a Deed of Indemnity.

### **4.2. Board Evaluation**

Key Governance activities of the Board will be evaluated biennially in accordance with DLGSC guidelines:

- Internal
  - Board self-assessment – biennially.
- External
  - Stakeholder assessment and feedback should be conducted formally every 2-3 years.
  - Independent consultants should be considered to carry out periodic Board assessments every third year or as otherwise agreed.
- Individual Commissioners
  - Chair should conduct interviews with individual Commissioners biennially.

### **4.3. Commissioner Remuneration**

There is no formal remuneration.

### **4.4. Commissioner Development**

A formal program of Board member development should be designed following the biennial Board evaluation process:

- Chief Executive/Management to provide regular updates on strategic topics to Commissioners.
- Support to attend seminars, conferences relating to Corporate Governance, sport industry or football and/or interstate visits to meet with other football officials will be reviewed favourably, budget permitting.



#### **4.5. Governance and Succession Planning**

Commissioners of the WAFC:

- Will honestly and constructively consider any future proposals by a Commissioner to improve the corporate governance of the WAFC generally or improve this code of conduct specifically;
- Will generally give reasonable notice of their intention to resign or not seek re-appointment or re-election to the Board so the WAFC can undertake appropriate skill and experience succession planning;
- Will in good faith take into account the results of any Board composition, effectiveness or performance appraisals from time to time as well as the views of other Commissioners when deciding whether or not to seek re-appointment or re-election to the Board on their office becoming vacant.

#### **4.6. Commissioner Induction**

New Board members should have an understanding of the role of the WAFC, responsibilities, key relationships and Board policies.

Induction materials are provided in addition to a formal introduction to the organisation. Induction materials include:

- WAFC Constitution
- Strategic Plan
- Commissioners' Code of Conduct
- Board policies
- Contact details
- Board Planning and Meeting Schedule
- Board Members and Executive Org Chart
- Directors' and Officers' Liability Policy & Deed of Indemnity
- Annual Reports (via WAFC website)
- Summary of Finance – Statement of Financial Performance, Statement of Financial Position, Statement of Cash Flows
- Committee structure and Terms of Reference
- Key delegations (Delegated Authority Schedule within Delegations Policy)
- Board evaluation processes
- Communications plan
- Reconciliation Action Plan
- Parliamentary Inquiry - Public Accounts Committee Submission.

The above documents are accessible via the Document Store within the Board Effect App or via the WAFC website.