

**WEST AUSTRALIAN FOOTBALL COMMISSION**  
**ABN 51 167 923 136**  
**("THE WAFC")**

**COMMISSIONERS' CODE OF CONDUCT**

**Preamble**

The Commissioners of the WAFC have determined to adopt this Commissioner Code of Conduct as part of the WAFC's commitment to high standards of corporate governance. The Code provides standards to which all Commissioners are expected to adhere in their dealings as Commissioners of the WAFC.

The WAFC must attain all its objectives through ethical and responsible decision-making. The Commissioners must act in the best interests of the WAFC as a whole but they should also where appropriate have regard for the interests of all stakeholders of the WAFC.

This Code of Conduct must be read subject to the provisions of the WAFC Constitution, the Associations Incorporations Act 2015 (WA) and any resolutions by the Commissioners.

**1. Commissioner Conduct Generally**

The WAFC Commissioners are generally expected:

- To adhere to the WAFC's Objectives, business principles and values;
- To recognise that their primary duty is to the WAFC as a whole but they should where appropriate have regard for the interests of all stakeholders of the WAFC including but not limited to the WAFC's Nominee Members (IPL/FFC/WAFL Clubs), Affiliates (PFL, WACFL, WAWFL, AFL Masters WA, Metropolitan Football League, RDCs, RFDCs), senior and junior community competitions, sponsors, bankers, employees, the AFL and the WA State Government;
- To act in a collegiate manner with all other Commissioners to further the WAFC's objectives;
- To act honestly and in good faith and to exercise due care and diligence;
- To use the powers of office for a proper purpose and in the best interests of the WAFC;
- Not to make improper use of information and not to take improper advantage of their position;
- Not to allow personal conflicts to conflict with the interests of the WAFC;
- To be independent in judgement and to take all reasonable steps to be satisfied as to the soundness of decisions;
- To maintain the confidentiality of the WAFC's information;
- Not to engage in conduct likely to bring discredit to the WAFC;
- To protect and ensure the efficient use of the WAFC's assets for proper commercial and social purposes;
- To report unlawful and unethical behaviour and to protect those who report violations in good faith;
- To promote the sporting and social ideals and traditions of the WAFC in an environment that is free from harassment, bullying or discrimination whether based on sex, age, gender history, sexual orientation, race, religious or political conviction, marital status, pregnancy, family responsibility or family status or impairment.
- To comply with all statutes and laws affecting the WAFC.

## **2. Commissioner Conduct Specifically**

The WAFC Commissioners are specifically expected:

- To bring an open and independent mind to Board deliberations;
- To consider courteously and respectfully the views of other Commissioners during Board deliberations while recognising that:
- Open and vigorous debate is a healthy and necessary part of the corporate governance of the WAFC; but
- Once a decision has been made by the Board, each Commissioner (whether having dissented on the decision or not) is to maintain solidarity in the issuing and execution of the decision and is not to seek to further promote outside the boardroom his or her dissenting views or promote outside the boardroom conduct by any person that is inconsistent with the decision; and
- If a Commissioner having had his or her dissenting views aired and, if required, noted, feels that it is inappropriate to adhere to the principle of solidarity then the appropriate course is for the person to consider whether they should remain in office or not and, if thought not appropriate, to act accordingly;
- To maintain the confidentiality of Board deliberations and not disclose or discuss those deliberations except:
  - In accordance with the appropriate disclosure policies of the WAFC; or
  - To senior executive and management levels of the WAFC with a legitimate interest in the deliberations and then only on the basis the executives and managers likewise respect the confidentiality of the deliberations and adhere to the WAFC's disclosure policies;
- To be familiar with and comply with the current internal policies, procedures and key documents of the WAFC, including but not limited to: Constitution, Corporate Governance Charter, IT, Internet, Email and Social Media Policy, Conflict of Interest Policy, Privacy Policy and Media Policy to act in a manner that does not defame, discredit or denigrate any person but without limiting a Commissioner from making comments in the course of honest commentary on WAFC affairs in the ordinary course of Commissioner, WAFC or general meetings or management discussions.

## **3. Public Comment Protocol**

- Chair and Chief Executive Officer are authorised to make public comments.
- Where possible the Chair will adopt a low-profile position with the Chief Executive to take a lead role as the spokesperson for football.
- The WAFC Media Policy outlines further information with regards to WAFC protocols concerning all areas of Media.

## **4. Guidance as to Confidentiality**

It is acknowledged that Nominee Members, Affiliates, the media and other stakeholders will seek information from Commissioners and the following guidance is provided:

- The following matters would generally be considered confidential:
  - i. The provisions of employment contracts of the Chief Executive Officer and senior management;
  - ii. The discussions and deliberations of Commissioners at formal and informal meetings;
  - iii. Information that is acquired through the personnel and processes of the WAFC;
- The following matters would generally not be considered confidential:
  - i. Information that is clearly in the public domain;
  - ii. Decisions that are clearly in the public domain;
  - iii. The reasons for such decisions where the WAFC has settled and approved such reasons;

In cases where decisions of the WAFC are likely to result in media comment or controversy it is desirable that the Commissioners should settle and approve its reasons for such decisions.

### **5. Director Independence and Conflicts**

A Commissioner will generally, and without limiting any statutory obligations:

- Act in the best interests of the WAFC as a whole;
- Disclose fully to the Board at each Committee or Board meeting, any matter which would give rise to an actual or perceived conflict of interest between the personal dealings and interests of the Commissioner and the business dealings and interests of the WAFC. If not disclosed previously as a standing Conflict of Interest; and
- Ensure that any commercial dealings between the Commissioner in his or her personal capacity and the WAFC will be on arms' length terms approved by the Board.

### **6. Commissioner and Employee Engagement**

The CEO is responsible for the management of all staff within the organisation and is responsible to the Board for the effective delivery of this function.

Commissioners seeking information, updates, feedback through staff within the organisation should coordinate this request via the CEO.

Signed by Commissioner \_\_\_\_\_

Name of Commissioner \_\_\_\_\_

Date \_\_\_\_\_

First Adopted by the Board on: 4 February 2015

Amended by the Board on: 22 February 2021