



# CAPITAL FOOTBALL GOVERNANCE POLICIES AND PROCEDURES

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Contents

GUIDING PRINCIPLES .....	4
DEFINITIONS .....	5
1. GOVERNANCE PROCESS.....	6
1.1 BOARD ROLES AND RESPONSIBILITIES .....	6
1.2 LINKAGE TO MEMBERS AND STAKEHOLDERS .....	6
1.3 CODE OF ETHICS AND PROPER PRACTICE.....	6
1.4 POLICY-MAKING .....	7
1.5 GOVERNANCE PROCESS .....	8
1.6 PRESIDENT ROLE DESCRIPTION .....	8
1.7 AGENDA PLANNING .....	9
1.8 DIRECTOR INDUCTION.....	9
1.9 CONFLICT OF INTERESTS, CONFIDENTIALTY AND PRIVACY .....	9
1.10 MEETING PROCESS .....	10
1.11 BOARD COMMITTEES .....	10
1.12 COST OF GOVERNANCE .....	11
2. BOARD-CHIEF EXECUTIVE OFFICER LINKAGE .....	11
2.1 UNITY OF CONTROL.....	11
2.2 BOARD/CHIEF EXECUTIVE OFFICER DELEGATION .....	11
2.3 MONITORING CHIEF EXECUTIVE OFFICER PERFORMANCE .....	12
3. CHIEF EXECUTIVE OFFICER DELEGATION .....	13
3.1 FINANCIAL CONDITION .....	13
3.3 RESERVES .....	14
3.4 INVESTMENTS .....	14
3.5 REMUNERATION AND BENEFITS .....	14
3.6 PROTECTION OF ASSETS.....	15
3.7 COMMUNICATION & SUPPORT TO THE BOARD.....	15
3.8 CHIEF EXECUTIVE OFFICER EMERGENCY SUCCESSION .....	16
3.9 PROGRAMS AND SERVICES .....	16
3.10 BUSINESS CONTINUATION .....	16
3.11 TREATMENT OF STAFF.....	16
3.12 DEALINGS WITH MEMBERS AND STAKEHOLDERS .....	17
3.13 CONSULTATION WITH MEMBERS AND STAKEHOLDERS.....	17
3.14 PUBLIC AFFAIRS .....	17
3.15 SPONSORSHIP, ADVERTISING AND FUNDRAISING .....	18
3.16 PROPERTY MANAGEMENT / PHYSICAL RESOURCES.....	18
4. IMPLEMENTATION.....	18
4.1 COVERAGE.....	18
4.2 OTHER RELATED POLICIES .....	18
4.3 EXCLUSIONS .....	18
4.4 MONITORING .....	18
APPENDIX A CONFLICT OF INTEREST REGISTER.....	19

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## **GUIDING PRINCIPLES**

### **Purpose of the Governance Policies and Procedures, and their Governing Principles:**

The purpose of the Governance Policies and Procedures is to articulate the working relationship between the Directors of Capital Football and the Chief Executive Officer and management team to ensure leading practice governance and well informed decision making.

The general principle that normally applies is "downwards delegation and upwards referral" where there are clearly defined delegations contained in a schedule with materiality thresholds covering both quantitative and qualitative matters.

The Board has the major role in approving the strategic plan, monitoring the organisation's performance, appointing the CEO and reviewing his/her performance and in ensuring that the organisation has systems in place so that it complies with its legal obligations.

The CEO has a major role in helping the Board to shape its thinking on the entity's strategic direction and priorities and the CEO should be the single point of accountability for strategy execution. There should be no direct accountabilities of other staff to the board - they are appointed by, and report to, the CEO.

At the same time, it is a practical reality that Directors will want to have direct contact with staff other than the CEO to provide information that will assist decision making. The policies and procedures provide these mechanisms in a constructive and practical way which recognises the difference between ongoing substantive issues and minor one-off requests.

### **Role of the Board**

The key role of the Board is to manage Capital Football's business in accordance with the Constitution and to provide:

- Strategy formulation and approval
- CEO monitoring, evaluation, mentoring and remuneration
- Monitoring of organisational performance, including financial performance
- Overview of risk management policies and performance
- Overview of compliance policies and practices
- Ensuring top level policy framework exists, ratifying policies
- Networking on behalf of the organisation
- Communication with members and key stakeholder groups
- Decision making
- Ensuing ongoing effective governance

### **Directors' Responsibilities**

The fiduciary duty of Directors is to act in the interests of the organisation as a whole and not to represent individual constituents. Thus, once elected, the board should have the ability to operate independently in the interests of the organisation as a whole, free from undue influence. The legal duties of individual Directors include the requirement to:

- act in good faith and for a proper purpose
- exercise due care and diligence
- ensure the organisation does not continue to carry on its business while insolvent
- meet the requirements of various other federal, state and territory laws that directly impact on the organisation interests of the organisation as a whole, free from undue influence

### **Role of the CEO**

The Chief Executive Officer is appointed by the Directors and holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Directors. The Chief Executive Office is:

- the link between the Board and Management/Staff
- not a Director of the Board. This enables and supports a clear separation of power between the Board and Management
- present at Board meetings to provide information and advice to the board on the operations of the organisation and to understand the direction provided by the Board

### **Management Team and Staff**

- Management team and staff are responsible for delivering the strategic plan established by the Board
- Management team and staff take direction from the CEO

**DEFINITIONS**

<b>Capital Football</b>	Capital Football is recognised by Football Federation Australia and the ACT Government as the peak body for the sport of Football in the ACT and is responsible for controlling, promoting and fostering the game in the Territory. The objects of Capital Football (ACT Football Federation) can be found in the Constitution.
<b>Members</b>	The Members of Capital Football are the Zone Representatives elected from each Zone and the chair of each Standing Committee.
<b>Stakeholders</b>	<p>Capital Football's Key Stakeholders include:</p> <ul style="list-style-type: none"> <li>• Clubs</li> <li>• Players and participants (referees, coaches, volunteers etc)</li> <li>• Government – ACT, Federal, Departments</li> <li>• ACTAS</li> <li>• Staff</li> </ul> <p>Other Stakeholders include:</p> <ul style="list-style-type: none"> <li>• ACT Community</li> <li>• Parents</li> <li>• Sponsors</li> <li>• Football family – FFA, Member Federations, A-League clubs, interstate clubs etc</li> <li>• Educational institutions and schools</li> <li>• Media</li> <li>• Supporters</li> </ul>
<b>The Board</b>	Directors appointed as per the constitution and responsible for monitoring the strategic and business performance of the organisation
<b>Chief Executive Officer</b>	The CEO is the most senior executive responsible for the overall operations and performance of Capital Football. He or she is the leader of the organisation, serves as the main link between the Board of Directors (the Board) and the organisation's various Members and Stakeholders.

## 1. GOVERNANCE PROCESS

The Board's responsibility on behalf of its Members, stakeholders, clubs and staff is to ensure that Capital Football achieves its aims and objectives as set out in the constitution and in doing so, avoids unacceptable actions and situations.

### 1.1 BOARD ROLE AND RESPONSIBILITY

The Board's main responsibility is one of stewardship and trusteeship and to manage the association on behalf of Capital Football's Members and Stakeholders. The Board is required to define and monitor the performance of the management of the organisation, ensure internal control systems are in place, and monitor progress and results.

- 1) To facilitate this, the Board will develop and monitor Board-level policies which provide direction and boundaries for both its own and the Chief Executive Officer's functions. The Board will develop the following policies:
  - i) *Strategic Plan*: describing the outcomes the Board wants to be achieved. These policies define the benefit provided, beneficiaries and the cost or worth of the benefit.
  - ii) *Governance Process policies*: describing the way the Board carries out its governing role.
  - iii) *Board/Chief Executive Officer Linkage policies*: defining the nature of the interrelationship between the Board and the Chief Executive Officer.
  - iv) *Chief Executive Officer Delegations policies*: identifying operational means acceptable (?) to the Board in the achievement of the Strategic Plan.
- 2) The Board will produce assurance of Chief Executive Officer's performance against the Strategic Plan and Chief Executive Officer Delegations policies.

### 1.2 LINKAGE TO MEMBERS AND STAKEHOLDERS

The Board acts in trusteeship for Capital Football's Members and Stakeholders. The Board will at all times recognise the trust placed in it by the Members and Stakeholders and their requirements and expectations of the Board for Capital Football, demonstrating this:

- 1) Through their attitudes expressed as appropriate behaviours towards the membership.
- 2) By demonstrating loyalty to the membership.
- 3) By consulting and gathering information from the Members and Stakeholders about their concerns, needs and aspirations.
- 4) By remaining up-to-date in matters concerning the Members' and Stakeholders' interests.
- 5) By reporting to the Members and Stakeholders on a regular basis on the performance of Capital Football.

### 1.3 CODE OF ETHICS AND PROPER PRACTICE

The Board is committed to the adoption of ethical conduct in all areas of its responsibilities and authority. In so doing it binds its Members to the same principles and practices.

- i) Directors:
  - (a) Shall act honestly and in good faith at all times in the interest of Capital Football and its Members and other key stakeholders, ensuring that they are treated fairly according to their rights.
  - (b) Shall carry out their duties in a lawful manner and ensure that Capital Football carries out its business in accordance with the law and the terms of its own constitution.
  - (c) Shall avoid conflicts of interests in as far as this is possible. Where such conflicts arise, the Director(s) concerned must act within the terms of the Board's Conflict of Interests policy.
  - (d) Shall be diligent, attend Board meetings and devote sufficient time to preparation for Board meetings to allow for

full and appropriate participation in the Board's decision making.

- (e) Shall observe the confidentiality of non-public information acquired by them in their role as Directors and not disclose to any other person such information.
- (f) Shall act in accordance with their statutory and fiduciary duties, complying with the spirit as well as the letter of the law, recognising both the legal and moral duties of the role.
- (g) Shall interact with the other Directors and Capital Football in a positive and constructive manner.
- (h) Shall be loyal and supportive to the Board, abiding by Board decisions once reached.
- (i) Shall not do anything that in anyway denigrates Capital Football or harms its public image.

ii) **The Board:**

- (a) Shall meet regularly to monitor the performance of management and Capital Football as a whole. The Board will ensure that appropriate monitoring and reporting systems are in place and that these are maintained and utilised to provide accurate and timely information to the Board.
- (b) Shall ensure that there is an appropriate separation of duties and responsibilities between itself and Chief Executive Officer.
- (c) Shall ensure that the independent views of Directors are given due consideration and weight.
- (d) Shall ensure that Members are provided with an accurate and balanced view of Capital Football's performance.
- (e) Shall regularly review its own performance as the basis for its own development and quality assurance.
- (f) Carry out its meetings in such a manner as to ensure fair and full participation of all Directors.
- (g) Shall ensure that Capital Football assets are protected via a suitable risk management strategy.

**1.4 POLICY-MAKING**

Policies are designed to provide clear, unambiguous guidelines for the implementation of the various operational elements of Capital Football. Policies provide continuity and a consistent point of accountability. Once a policy is adopted the Board will speak with one voice around that policy.

- 1) There shall be two levels of policy making:

**i) Strategic Plan and Governance policies including:**

- (a) *Strategic Plan*: describing the outcomes the Board wants to be achieved. The Strategic Plan defines the benefit provided, beneficiaries and the cost or worth of the benefit.
- (b) *Governance Process policies*: describing the way the Board carries out its governing role.
- (c) *Board/Chief Executive Officer Linkage policies*: defining the nature of the interrelationship between the Board and the Chief Executive Officer.
- (d) *Chief Executive Officer Delegations policies*: identifying operational means acceptable to the Board in the achievement of the Strategic Plan.
  - (i) The Board at a formally constituted Board meeting will approve all governance policies.
  - (ii) All governance policies will be systematically reviewed by the Board biannually.

- (iii) All governance policies shall be available to all Directors, the Chief Executive Officer and to staff as appropriate via the Chief Executive Officer.

**ii) Operational policies**

- (a) These are developed by the Chief Executive Officer defining day-to-day operational frameworks/guidelines for staff.
- (b) All operational policies shall be consistent with the strategic plan, principles, boundaries and definitions espoused in the Board-level policies.
- (c) The Chief Executive Officer is responsible for the development of all operational policies.
- (d) All operational policies shall be accessible to all staff, the Board and to Members of Capital Football as required.
- (e) All operational policies shall be systematically reviewed annually.

**1.5 GOVERNANCE PROCESS**

The Board will govern with an emphasis on:

- (1) Outward vision rather than inward concern;
- (2) Encouragement of diversity of opinions and views;
- (3) Strategic leadership rather than administrative detail;
- (4) Collective rather than individual decisions’;
- (5) Future rather than present focus;
- (6) A clear delineation between the roles of the Board and Chief Executive Officer

The Board will:

- 1) Cultivate a sense of group responsibility with close attention to achieving a high level of governance excellence.
- 2) Govern Capital Football through careful design and review of written policies that reflect the Board’s values, focusing on the long-term effects of these.
- 3) Not allow any officer, individual or committee of the Board to hinder or be an excuse for not fulfilling Board commitments

**1.6 PRESIDENT ROLE DESCRIPTION**

The President assures the integrity of the Board’s process. Accordingly;

- i) The President’s primary role is to ensure that the Board carries out its governance role in the most effective manner possible.
  - ii) The President should identify issues of significance to the Board, provide the right environment for consideration of those issues, and ensure that all Members have the opportunity to put their views and have them considered.
  - iii) The President is to ensure that all board meeting contents are evaluated and fall within the parameters of the Governance and Operational policies.
  - iv) Deliberation will be fair, open and thorough but also timely, orderly, and kept to the point.
- 2) The authority of the President consists in making decisions within the Governance Process and Board/Chief Executive Officer Linkage policies, except where the Board specifically delegates portions of this authority to others. The President is authorised to use and convey any reasonable interpretation of the provisions in these policies.
- i) The President is empowered to chair Board meetings, with all the commonly accepted power of that position. (The

President is elected under section 10.8 of the Capital Football Constitution)

- ii) The President is bound by the Board's policies and decisions and has no authority to alter, amend or ignore these policies and decisions.
- iii) The President should develop a close and effective working relationship with the CEO; however this should not usurp the Board's collective responsibility as the employer of the CEO.
- iv) The President may represent the Board to outside parties in announcing Board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.
- v) The President may delegate this authority but remains accountable for its use.

## **1.7 AGENDA PLANNING**

To achieve its governance outcomes in a manner consistent with its policies, the Board will follow an annual agenda that (a) focuses on its Strategic Plan and (b) continually improves Board performance through education and evaluation of effectiveness. Accordingly:

- 1) The Board's annual agenda cycle, budget and annual planning can be based on a one year focus on the achievement of its Strategic Plan.
- 2) The cycle will start with the Board's development of its agenda for the following year and could also include but not limited to:
  - i) Consultation with Members and other key stakeholders.
  - ii) Governance education.
  - iii) Throughout the year the Board will attend to agreed agenda items as expeditiously as possible.
  - iv) Chief Executive Officer monitoring will be included on the agenda if monitoring reports show policy violations or if policy criteria are to be debated.
  - v) Chief Executive Officer remuneration will be decided after a review of monitoring reports received in the previous year.

## **1.8 BOARD DIRECTOR INDUCTION**

The Board will guarantee for all new Directors a thorough induction into the affairs of the Board and Capital Football at large, its issues, current concerns, staff and current financial position.

- 1) All newly appointed Directors will be provided with all relevant information prior to attendance at their first Board meeting. New Directors will:
  - i) Receive a copy of all governance policies, documents and Director insurance policies together with a copy of the previous year's accounts and a current copy of year-to-date financial statements.
  - ii) Meet with the President for a governance familiarisation. This meeting may be held as a group session or with individuals.
  - iii) Meet with the Chief Executive Officer for an operational familiarisation.

## **1.9 CONFLICT OF INTERESTS, CONFIDENTIALTY AND PRIVACY**

The Board places great importance on privacy, confidentiality and making clear any existing or potential conflicts of interest for its Directors. All such conflicts of interest shall be declared by the Director concerned and officially documented in a Conflicts of Interest Register. Accordingly:

- 1) Any business or personal matter which is, or could be, a conflict of interest involving the individual and his/her role and relationship with Capital Football, must be declared and registered in the Conflicts of Interest Register.
- 2) All such entries in the Register shall be presented to the Board and minuted at the first Board meeting following entry in the records.

- 3) Where a conflict of interest is identified and/or registered, the Director concerned shall abstain from voting on the issue or leave the room and this shall be minuted.
- 4) When the President is aware of a real or potential conflict of interest involving one or more Directors, the President will take the necessary steps to ensure that the conflict is managed in an appropriate manner according to this policy.
- 5) Individual Directors, aware of a real or potential conflict of interest of other Directors, have a responsibility to bring this to the notice of the Board.
- 6) A Director's declared conflicts of interest expire when that Director leaves the Board.
- 7) *Examples of conflicts of interest are:*
  - i) When a Director, or his/her immediate family or business interests, stands to gain financially from any business dealings, programmes or services of Capital Football.
  - ii) When a Director offers a professional service to Capital Football.
  - iii) When a Director stands to gain personally or professionally from any insider knowledge if that knowledge is used for personal or commercial advantage.
  - iv) When a Director or his/her immediate family, club and other direct affiliations stands to gain from appointments to teams or positions within Capital Football programs and activities
- 8) Discussions at board meetings are subject to privacy guidelines outlined in the Capital Football Privacy Policy

#### **1.10 MEETING PROCESS**

The Board is committed to the achievement of effective and efficient meetings. Accordingly:

- 1) There shall be a Board developed annual agenda designed to ensure that the Board reviews its Strategic Plan on an ongoing basis and attends to its own development requirements.
- 2) Meetings will include the Chief Executive Officer. From time to time, at the suggestion of the Chief Executive Officer or the Board, staff or Members of Capital Football may be invited to the meeting to present an issue or provide information or advice.
- 3) The Board may exercise its right to go 'in committee' at any time it chooses but in doing so will:
  - i) make the reasons for this clear;
  - ii) reserve the right to include or exclude any non- Director it so chooses; and
  - iii) Make all efforts to look ahead and signal any such 'in committee' session in the agenda or at the beginning of the meeting.
- 4) Meetings to be held with the expectation that Directors have prepared for them and will participate in all discussions at all times within the boundaries of behaviour considered acceptable by the Board.

#### **1.11 BOARD COMMITTEES**

- 1) The Board will establish committees (such as the Finance Audit and Risk Management Committee, and other review and appeals committees) only in response to its own work, never to interfere with the delegations made to the Chief Executive Officer..
- 2) Committees shall have a Terms of Reference clearly defining their role, procedures and functions, and the boundaries of their authority.
- 3) Whilst staff may be involved in Board-level committees, their role is to advise and assist the committee to do its work.
- 4) Committees may co-opt outside people from time to time in order to bring additional skills, experience or networks.

- 5) Committees cannot exercise authority over staff nor shall they delegate tasks to any staff unless the Chief Executive Officer has specifically agreed to such delegations.
- 6) Unless explicitly empowered by the full Board, committees cannot make binding Board decisions or speak for the Board. For the most part the function of committees is to provide advice, solve problems for and/or make recommendations to the Board on which the Board, and only the Board, has the power to make decisions or policy.

#### **1.12 COST OF GOVERNANCE**

- 1) The Board recognises that good governance is an investment in Capital Football and thus will invest in training and development to realise its governance capacity.
- 2) All new Directors will receive a formal induction program.
- 3) The Board will provide training for Directors in order to enhance their capacity for governance excellence.
- 4) The Board will annually carry out a review of its performance.
- 5) All costs associated with governance training will be prudently incurred, though designed to ensure the development of the highest standard of governance.

#### **2. BOARD-CHIEF EXECUTIVE OFFICER LINKAGE**

The Chief Executive Officer is appointed by the Directors and holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Directors. The Board's sole 'official' connection with the operations of Capital Football, its achievements and its conduct will be through the Chief Executive Officer. (see also 3.7 Communication and Support to the Board)

##### **2.1 UNITY OF CONTROL**

Only decisions of the Board acting as a whole are binding on the Chief Executive Officer. Accordingly:

- 1) Decisions or instructions of individual Directors, officers or committees are not binding on the Chief Executive Officer except in rare circumstances when the Board has specifically given such authority. Decisions or instruction from the Board will usually be delivered to the Chief Executive Officer through decisions of Board meetings.
- 2) In the case of Directors or committees requesting information or assistance without Board authorisation, the Chief Executive Officer can refuse such requests that require, in the Chief Executive Officer's opinion, a material amount of staff time or funds, or are disruptive.

##### **2.2 BOARD/CHIEF EXECUTIVE OFFICER DELEGATION**

An effective and productive Board-CEO relationship is essential if the organisation is to function successfully. The key ingredients of a productive relationship are:

- a) Mutual respect for their separate but interdependent roles and responsibilities;
- b) Mutual agreement on the limits to the freedom granted to the CEO to carry out his/her role;
- c) A fair and ethical process for evaluating CEO effectiveness;
- d) Clearly defined delegations, responsibilities and accountability outlined in the Delegation Register; and
- e) Robust debate and a willingness by Directors and the CEO to challenge each other and to offer and receive constructive criticism;
- f) A fair and dignified process for communication and dealings with the CEO by the Board and Members;
- g) Ensure the CEO has a right to personal dignity, safety, ethical position-related dissent and to an approved and fair internal grievance process.

The Board delegates to the Chief Executive Officer responsibility for implementation of its Strategic Plan and Chief Executive Officer Delegations policies to achieve the intended results, and accordingly;

- 1) The Board will develop the Strategic Plan that makes clear its instructions to the Chief Executive Officer for the achievement of results or outcomes.

- 2) The Board will develop Chief Executive Officer Delegations Policies that provide the framework within which the Chief Executive Officer is expected to work, offering boundaries of prudence and ethics.
- 3) All Board authority delegated to staff is delegated through the Chief Executive Officer to whom in turn staff members are accountable.
  - i) The Board will never give instructions to persons who report directly or indirectly to the Chief Executive Officer.
  - ii) The Board will refrain from evaluating, either formally or informally, any staff other than the Chief Executive Officer.
- 4) The Chief Executive Officer is authorised to establish all operational policies, make all operational decisions, take all operational actions, establish all practices, and develop all activities, ensuring alignment with the strategic plan and delegation policies.
- 5) Only decisions of the Board acting as a body are binding on the Chief Executive Officer.
- 6) The Chief Executive Officer is not restricted from using the expert knowledge of individual Directors.
- 7) The Board will view the Chief Executive Officer's performance as the same as organisational performance so that achievement of the Board's Strategic Outcomes policies and non violation of Chief Executive Officer Delegations policies will be viewed as successful Chief Executive Officer's performance.
- 8) An organisational escalation policy and process that will provide the opportunity for matters to be referred 'up the line' to ensure such matters of concern are dealt with in a timely fashion.

### **2.3 MONITORING CHIEF EXECUTIVE OFFICER PERFORMANCE**

- 1) The Board's evaluation of the Chief Executive Officer's performance will be rigorously assessed against agreed Chief Executive Officer outputs, i.e. achievement of the Strategic Plan and non-violation of Chief Executive Officer Delegations policies
- 2) The purpose of monitoring the Chief Executive Officer's performance is to determine the extent to which the Board's policies are being met. Data that does not do this will not be considered to be monitoring data.
- 3) The Board will acquire monitoring data by one or more of three methods:
  - i) By internal report, in which the Chief Executive Officer discloses compliance information to the Board,
  - ii) By external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies, and
  - iii) By direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.
- 4) There will be established an agreed-upon time when the Chief Executive Officer and the President (or designated committee) meet annually to carry out a formal appraisal based on the criteria agreed to and set at the beginning of the monitoring period. The format and process for this meeting will be negotiated and agreed upon between the Chief Executive Officer and the President/committee.
- 5) All policies that instruct the Chief Executive Officer will be monitored at a frequency and by a method chosen by the Board. The Board may monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.
- 6) The following schedule applies.
  - i) If at any time the Board engages an outside evaluator to conduct an assessment of the Chief Executive Officer's performance, the process is the same as for other approaches, i.e. based on the achievement of the Strategic Plan and non-violation of Chief Executive Officer Delegations Policies.

Policy	Method	Frequency	Month
Financial Condition	Internal	Annually	May; Sept.
Budgeting and financial Planning	Internal	Annually	October
Reserves	Internal	Quarterly	May; Jun; Sep; Dec
Investments	Internal	Quarterly	May; Jun; Sep; Dec
Remuneration and Benefits	Internal	Annually	November
Protection of Assets	Internal	Six Monthly	Sept; May;
Emergency Chief Executive Officer Succession	Internal	Annually	May
Programs and Services	Internal	Monthly	Monthly
Treatment of Staff	Internal	Annually	December
Dealings with Members	Internal	Annually	December
Consultation with Members	Internal	Bi-Annually	March; August
Public Affairs	Internal	4 per year	Feb; May; Aug; Nov
Property Management	Internal	Six Monthly	June; Dec
Physical Resources	Internal	Annually	June

### 3. CHIEF EXECUTIVE OFFICER DELEGATION

The Chief Executive Officer will not cause or allow any practice, activity, organisational circumstance, or decision which is in any way unethical, unlawful, and imprudent or which violates any Board policy or expressed Board values, or any commonly held business or professional ethic. The delegations provided to the Chief Executive Officer (and Senior Managers) are outlined in the Delegation Register.

#### 3.1 FINANCIAL CONDITION

With respect to the actual and ongoing financial condition and activities, the Chief Executive Officer, with assistance from the Finance, Audit and Risk Management Committee, will ensure that no financial harm or material deviation of actual expenditures from Board priorities as defined in the Strategic Plan occurs. Accordingly the Chief Executive Officer will ensure that:

- 1) Capital Football does not incur unauthorised indebtedness.
- 2) Capital Football's funds, and any contracts or other liabilities, are directed to the furtherance of its purposes and priorities as approved by the Board in its Strategic Plan.
- 3) Invoices from suppliers of goods and services to Capital Football are paid within trade credit terms agreed with those suppliers.
- 4) Restricted or 'tagged' contributions are only used for the designated purpose;
- 5) No one person alone has complete authority over any of Capital Football's financial transactions.
- 6) Staff are paid on time
- 7) All operations are within the approved budget.
- 8) All tax payments or other government ordered payments and filing are paid and filed correctly.
- 9) The accounts are maintained within Australian Accounting Standards and in compliance with all Australian equivalents to the International Financial Reporting Standards in their entirety.

- 10) There is an approved audit process in place
- 11) An approved risk management policy and evaluation process is being implemented
- 12) No real property transactions are undertaken.
- 13) The Reserves policy is maintained and observed.
- 14) All card holding staff observe the limitations on expenditure and adequate controls on the use of credit cards by card holding staff are in place.
- 15) All reasonable steps are taken to secure monies owed to Capital Football.

### **3.2 BUDGETING / FINANCIAL PLANNING**

Financial planning for any financial year or the remaining part of any financial year shall not deviate materially from the Strategic Plan, risk financial harm, or fail to be derived from a multi-year plan. Accordingly, the Chief Executive Officer will ensure that budgeting:

- 1) Contains sufficient information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
- 2) Plans the expenditure in any fiscal year for funds that are conservatively projected to be received in that period.
- 3) Does not reduce the current assets at any time to less than twice current liabilities.
- 4) Provides for Board expenditure as stated in the Cost of Governance policy.
- 5) Does not project a deficit unless outlined in an exceptional circumstance of Board policy for temporary opportunities or outcomes.

### **3.3 RESERVES**

The Chief Executive Officer will ensure that the Reserve Funds are maintained at the Board-agreed level.

### **3.4 INVESTMENTS**

The Chief Executive Officer will not allow or cause to allow Capital Football's investment assets to be invested in a manner that threatens Capital Football's financial security. The Chief Executive Officer will not invest funds or allow funds to be invested other than in Board approved institutions.

### **3.5 REMUNERATION AND BENEFITS**

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the Chief Executive Officer will ensure that Capital Football's financial integrity or good name in the community are always maintained. Therefore the Chief Executive Officer will:

- 1) Make no amendments or adjustments to his/her own remuneration without specific Board approval.
- 2) Have regard for the employee's skills and experience, negotiated salary scales or agreements, and the market conditions for such skills and experience when establishing employee remuneration and benefits.
- 3) Not create obligations that cannot be met over the projected period of the individual's term of employment or over a period for which revenues can realistically be projected.
- 4) Ensure that unfunded liabilities do not occur or in any way commit Capital Football to benefits that incur unpredictable future costs.

### 3.6 PROTECTION OF ASSETS

The Chief Executive Officer will not allow Capital Football's assets to be unprotected, inadequately maintained or not put at unnecessarily risked. Therefore the Chief Executive Officer will maintain that:

- 1) Only authorised persons are permitted to handle cash.
- 2) The assets are insured for what is considered necessary for prudent risk management.
- 3) Not make or allow any purchase of goods or services:
  - i) Without protection against conflict of interest;
  - ii) Over the value of \$5,000.00 without having assessed whole of life ownership
- 4) Ensure employees hold a current driver licence in the appropriate category and their record cannot cause the vehicle insurance to be restricted or cancelled before they are allowed to drive Capital Football owned or leased or rental vehicles
- 5) Ensure all insurances are current and up to date without Board notification.
- 6) Ensure that Capital Football, its Board and staff are not open to claims and are indemnified against any liability arising from any claims made to the full extent permitted by law.
- 7) Ensure that plant and equipment is not subjected to improper wear and tear or insufficient maintenance.
- 8) Ensure that intellectual property, information, and files are protected from loss, improper use, improper purposes, or significant damage.

### 3.7 COMMUNICATION & SUPPORT TO THE BOARD

The Chief Executive Officer will not allow the Board to be uninformed or unsupported in its work. Accordingly the Chief Executive Officer will:

- 1) Provide the Board with information and data in a timely, accurate and understandable fashion addressing the various issues to be monitored by the Board.
- 2) Assist in drafting financial reports that make clear
  - i) Significant trends;
  - ii) Data relevant to agreed benchmarks and Board-agreed measures
- 3) Inform the Board of significant trends, implications of Board decisions, issues arising from policy matters or changes in the basic assumptions upon which the Board's policies are based.
- 4) Inform Directors when for any reason there is actual or anticipated non-compliance with a Board policy.
- 5) Inform the Board of any conflict or dispute that could result in litigation against Capital Football.
- 6) Gather for the Board as many staff and external points of view, issues and opinions as needed for fully informed Board choices.
- 7) Inform the Board of such occasions when it violates one of its own policies, particularly when this relates to the Chief Executive Officer's ability to carry out his/her responsibilities.
- 8) Ensure that there are effective communication channels relevant to the Board's tasks, eg between the Chief Executive Officer and Directors, and between Directors.
- 9) Deal with the Board as a whole except when responding to individual requests for information or requests from Board committees.

In gathering and providing information to Directors to assist their decision making, the following principles will be observed:

- 1) The CEO will be the primary source of information and communication with the Directors – information will be provided to the Directors through board papers, supporting documentation, verbal and written reports and proposals;
- 2) Senior managers will attend Board meetings when appropriate to add additional information when required to assist Directors' decision making on specific issues;
- 3) Should Directors require further communication/information from senior managers outside of board meetings, they may do so with the facilitation of the CEO;
- 4) The Board will provide regular formal forums to share and gather information from the Members, clubs and other stakeholders, such as the Annual General Meeting, General Meetings and annual strategic forum, as well as inviting key Members or stakeholders to Board meetings occasionally to discuss specific issues and opportunities;
- 5) The Board will decide at what level of financial commitment and risk that proposals will require a business case to assist decision making. The business case will be developed by Senior Management and the Finance, Audit and Risk Management Committee;
- 6) In general, Directors will use their positions and networks to positively promote Capital Football in the community and seek constructive feedback from stakeholders. This information will be provided back to the other Directors in Board meetings.

### **3.8 CHIEF EXECUTIVE OFFICER EMERGENCY SUCCESSION**

In order to protect Capital Football from sudden or unexpected loss of its Chief Executive Officer's services, the Chief Executive Officer shall ensure that there is a contingency for assuming the Chief Executive Officer role and tasks on a temporary basis and employees or Directors of the organisation who are familiar with Board issues and priorities to work in conjunction with this contingency.

### **3.9 PROGRAMS AND SERVICES**

The Chief Executive Officer will ensure that all Capital Football's programs and services are aligned to the Strategic Plan. Therefore the Chief Executive Officer will ensure:

- 1) Programs and services do not conflict with existing priorities as defined by the Board.
- 2) New programs or services do not cause the Board's priorities as defined in the financial planning to be materially altered.

### **3.10 BUSINESS CONTINUATION**

The Chief Executive Officer will not allow a situation to occur whereby Capital Football is unable to function effectively and to provide essential services. Accordingly the Chief Executive Officer will:

- 1) With the assistance of the Finance, Audit and Risk Management Committee, carry out and maintain appropriate assessments and evaluations of the risk factors that could conceivably disrupt Capital Football's effective and efficient operation.
- 2) Ensure that Capital Football has in place current and operable plans and systems that, in the event of disruptive events, will allow continuity of Capital Football's business.

### **3.11 TREATMENT OF STAFF**

With respect to the employment and treatment of staff and program volunteers the Chief Executive Officer will ensure conditions are fair, safe and dignified. Accordingly the Chief Executive Officer will:

- 1) Ensure all employees and volunteers have a right to personal dignity, safety, ethical position-related dissent and to an approved and fair internal grievance process.
- 2) Ensure written personnel policies that make clear rules for staff and protect against unfair practices are in place.
- 3) Not discriminate against any staff member or volunteer for expressing an ethical dissent.

- 4) Not violate any part of relevant workplace employment legislation.
- 5) Keep the Board fully informed about impending disputes and grievances that may lead to termination of employment or action against the Board.
- 6) Not prevent staff from bringing a grievance to the Board when the correct internal channels have been exhausted and a Board policy has been violated to his/her detriment or, a Board policy does not adequately protect his or her human rights.
- 7) Ensure where possible the channel for such a grievance is via the President.
- 8) Ensure that all staff members are acquainted with their rights under this policy.

### **3.12 DEALINGS WITH MEMBERS AND KEY STAKEHOLDERS**

With respect to interactions with Members and Key Stakeholders, the Chief Executive Officer will ensure conditions, procedures, or decisions are safe, dignified, not unnecessarily intrusive, and provide appropriate confidentiality and privacy. Accordingly, the Chief Executive Officer will:

- 1) Use application forms that do not elicit information for which there is no clear necessity.
- 2) Use methods of collecting, reviewing, transmitting, or storing member information that protect against improper access to the material elicited.
- 3) Maintain systems that provide a reasonable level of privacy.
- 4) Establish with Members and Key Stakeholders a clear understanding of what may be expected and what may not be expected from the service offered.
- 5) Adequately consult with the Membership and Key Stakeholders in the shaping of policy positions that may result in representations to Government.

### **3.13 CONSULTATION WITH MEMBERS AND KEY STAKEHOLDERS**

With respect to Capital Football policy positions and representations to Government, the Chief Executive Officer must ensure that Members and Key Stakeholders have every opportunity to make input to and influence policy recommendations to the Board. Accordingly the Chief Executive Officer will:

- 1) Ensure all agreements with Members and Key Stakeholders are consistent with Board approved Capital Football policy;
- 2) Ensure Members' and Key Stakeholders concerns and views are brought to the attention of the Board;
- 3) Always promote Capital Football's endorsed policy.
- 4) Plan for regular policy audit and review.
- 5) Adequately plan, research and consult on policy direction and development and advise the Board of issues which arise.

### **3.14 PUBLIC AFFAIRS**

The Chief Executive Officer shall ensure that all public affairs actions or activities are conducted in a manner to ensure that Capital Football's name and reputation is maintained without ill repute. Therefore the Chief Executive Officer will:

- 1) Always ensure that any statements to the press or any other public media or in any public situation are professional and appropriate for the situation and are not derogatory or in any way damaging to Capital Football.
- 2) Ensure that Capital Football's public image and credibility, is maintained and consistently work towards the achievement of the Board's Outcomes policies.

- 3) Ensure that any public role or activity undertaken by the CEO and key staff is consistent with the achievement of Capital Football's Outcomes policies.
- 4) Ensure that all communications made by staff, the Board or volunteers are in accordance with the organisation's Communications Policy.

### **3.15 SPONSORSHIP, ADVERTISING AND FUNDRAISING**

The Chief Executive Officer will ensure that all sponsorship deals, advertising agreements for publications and events and all fundraising activities are within Board policy and not likely to tarnish Capital Football's reputation.

### **3.16 PROPERTY MANAGEMENT / PHYSICAL RESOURCES**

The Chief Executive Officer will ensure that all physical resources used by Capital Football are appropriate for Capital Football's goals and objectives and will meet all regulatory standards where appropriate.

## **4. IMPLEMENTATION**

The Board is responsible for implementation of this policy.

### **4.1 COVERAGE**

Whole of Organisation: programs, activities and operations.

### **4.2 OTHER RELATED POLICIES**

Sponsorship and development policy

### **4.3 EXCLUSIONS**

None

### **4.4 MONITORING**

This policy is monitored regularly by the Chief Executive Officer and the Board of Directors for Capital Football

This policy will be reviewed annually along with other key organisational policies.

# APPENDIX A

## CONFLICT OF INTEREST REGISTER TEMPLATE

Date Started \_\_\_ / \_\_\_ / 20\_\_

DATE	POSITION HELD	NAME	CONFLICT	COMMENTS