



BOWLS
VICTORIA

BOARD OF
DIRECTORS CHARTER &
GUIDELINES FOR OPERATIONS

Board of Directors Charter

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Charter for Board of Directors

- The Bowls Victoria Constitution governs the regulation of meetings and the proceedings of the Board of Directors. This Charter has been developed to:
- Summarise and augment the relevant elements of the Constitution;
- provide a clear statement of the roles, responsibilities, processes and operations of the Board for the benefit of both the Board and management; and
- ensure the practices of the Board are consistent with and reflect the Board's commitment to best practice in corporate governance.

1. Responsibilities of the Board

1.1 General

1.1.1 The power and duties of Directors are set out in the Constitution and at law.

1.1.2 The Directors must act in the best interests of Bowls Victoria and are to use their best efforts to ensure Bowls Victoria is properly managed and constantly improved.

The principle role of the Board is to:

- oversee, approve and monitor strategy;
- oversee the implementation of the Business Plan including the Annual Budget;
- appoint the Chief Executive (CE) and evaluate his or her performance;
- provide guardianship of corporate values;
- monitor the integrity of financial reporting;
- oversee risk management and legal compliance; and
- oversee stakeholder communications.

1.2 Specific

To discharge its responsibilities and to facilitate its ongoing oversight of Bowls Victoria, the Board has agreed its role includes, but is not limited to the following matters.

The Board may choose to delegate some of these responsibilities to one or more of its Committees. This will be specifically reflected in the Charter of the relevant Committee.

1.2.1 Strategic

- **Strategic planning:** Approving the strategic planning process and timetable, contributing to Bowls Victoria's strategy and objectives, approving Bowls Victoria's strategy, associated performance indicators and targets and approving any subsequent material variations.
- **Business planning:** Approving the business planning process and timetable, adopting the business plan including operating budgets, capital budgets, performance indicators and approving any subsequent variations.
- **Future funding:** Contributing to and approving a strategy for funding of Bowls Victoria, including funding targets, timelines and avenues and appropriately involving itself in liaison and communication with potential sources of funding.
- **Change management:** Overseeing Bowls Victoria's capacity to identify and respond to changes in its economic and operating environments.
- **Major projects:** Approving and monitoring major projects including restructures/re-organisations, major capital expenditure, capital management, acquisitions and divestitures and any significant initiatives or opportunities that arise outside the annual planning and budgeting process.
- **Stakeholder liaison:** Appropriately involving itself in liaison and communication with key stakeholders.
- **Performance monitoring:** Overseeing the conduct and performance of Bowls Victoria and its Regions to ensure they are being properly and appropriately managed. To discharge this duty the Board will give specific and regular attention to:
 - Monitoring performance against the strategic and business plans;
 - monitoring performance against like organisations; and
 - enquiring into and following up areas of poor performance and their cause.

1.2.2 Governance and Board Matters

- **Delegations of authority:** Reviewing, approving and, where appropriate, revising the delegations of authority from the Board to the CE and significant delegations from the CE to executives. The Board notes that these delegations must be clearly defined and be sufficient to empower the CE and the executive team to run Bowls Victoria.
- **Committees:** Overseeing the work of the Board Committees including determining the need for specific Committees, reviewing the need for those Committees on an ongoing basis, receiving reports from, reviewing the work of, and considering the recommendations made by each Committee.
- **Self-assessment:** Developing and implementing a formal process for the Board to assess its performance. This policy may include an external assessment every five years.

- **Referred matters:** Attending to matters appropriately referred to it by the Chair, management, the CE or Committees of the Board.
- **Governance matters:** Attending to corporate governance matters including the identification and nomination to the members of new Directors to fill Board vacancies and to any other governance matters identified as reserved to the Board.
- **Information needs:** Dictating its information needs to management including the form, timing, content and style of Board papers and ensuring these are fully addressed on an ongoing basis.
- **Succession planning:** Ensuring that appropriate plans are in place for the succession of the CE and Board members.

1.2.3 Risk Management, Compliance and Internal Controls

- **Risk Management:** Defining Bowls Victoria's risk appetite, approving and overseeing the operation of Bowls Victoria's corporate risk management framework, assessing its effectiveness, understanding and reviewing the major/significant risks facing Bowls Victoria and monitoring its management.
- **Internal controls:** Overseeing, reviewing and monitoring the operation, adequacy and effectiveness of Bowls Victoria's reporting systems and the overall framework of internal controls established by the CE including operational, accounting and financial reporting controls.
- **Operational compliance:** Approving, reviewing and monitoring compliance with key corporate policies.
- **Legal compliance:** Overseeing, reviewing and monitoring the operation of Bowls Victoria programs, policies and procedures to ensure compliance with relevant legislation is actively promoted within Bowls Victoria. Specific attention is to be given to privacy and occupational health and safety programs.
- **Reputation:** Being aware of and, where appropriate, reviewing any litigation, actions, transactions and issues, papers and reports to external/third parties which impact on Bowls Victoria and may attract adverse public, government, regulatory or other interest.
- **Encouraging the reporting of unlawful or unethical behaviour:** Maintaining a firm stance in relation to encouraging the reporting of unlawful or unethical behaviour and ensuring that employees and management are assured of protection where violations are reported in good faith.

1.2.4 Financial

- **Financial oversight:** Overseeing all aspects of Bowls Victoria's financial position.
- **Financial reporting:** Approving the annual audited financial statements and the theme and text of Bowls Victoria's annual report.
- **Audit:** Selecting Bowls Victoria's external auditors for approval by the members, ratifying the appointment of the internal auditor and approving their respective scopes of work.
- **Related party transactions:** Reviewing and monitoring all related party transactions to identify whether consideration should be given to seeking stakeholder approval.

1.2.5 Personnel

- **CE:** The appointment, regular performance assessment, remuneration, succession planning and, should it be necessary, the dismissal of the CE.
- **Executive appointment:** Ratifying the appointment of any member of Executive Management.
- **Executive performance and development:** Ensuring an appropriate process is in place to recruit, review the performance of, remunerate, train and develop executives and to provide for management succession.
- **Executive compensation:** Reviewing and approving the compensation, equity and any incentive schemes in place for the CE and executives to ensure they are appropriate and competitive in both structure and quantum.
- **Standards of behaviour:** Reviewing, approving and monitoring compliance with Bowls Victoria's Code of Conduct, which provides guidance regarding ethical behavior.

2. Relationship Between the Board and Management

Subject to the formal delegations of authority, the Board delegates responsibility for the operation and management of Bowls Victoria's business to the CE and the management team.

The Board will adopt appropriate structures and procedures to ensure it retains its independence and functions independently of management. This will include meeting in the absence of management on a periodic, scheduled basis.

Directors may communicate with members of the senior management team at any time. However, unless the matter relates to operation of Board Committees or duties of the Company Secretary, in the ordinary course of business communications between Directors and the senior management should be through the office of the CE and the President.

3. The President

a. Appointment

The Board is empowered by the Constitution to appoint from its Directors a President and a Deputy President for the period of two years.

At meetings in the absence of the President, the Deputy President will chair the meeting or in the absence of both the President and Deputy President, directors present will elect a Director present to Chair the meeting.

b. The Role of the President

The role of the President will be to:

- Chair Board meetings;
- establish the agenda for and frequency of, Board meetings (together with the CE where appropriate);
- chair meetings of members, including the Annual General Meeting;
- ensure the Board's decisions have been implemented;
- be the link between the Board and the CE/senior management;
- review matters of concern to Bowls Victoria together with the CE;
- provide guidance and mentoring to the CE; and

There must be a clear division of roles between the President and the CE.

4. Composition

a. Size & Composition

The Board shall be made up of eight Directors (equally represented gender) elected by the members of Bowls Victoria plus an appointed Finance Director. Two appointed Directors may be appointed by the Board - one male and one female.

b. Nomination

The Board has defined and will keep under ongoing review, its skill requirements. The Board will seek to augment its skills as required.

Casual Vacancy (Appointed Directors): Potential Directors will be nominated for appointment to the Board on the basis of their identified skills, knowledge and experience to meet the needs of the Board at the time their appointment is proposed.

c. Independence

A Director will be considered independent if they have no material relationship to Bowls Victoria that may interfere with the exercise of their independence from management and Bowls Victoria.

Examples of such relationships include:

- Being employed by Bowls Victoria within the last three years or being a Director after ceasing to hold any such employment;
- being, within the last three years, a principal of a professional consultant to Bowls Victoria or an employee materially associated with the service provided;
- being a material supplier or customer of Bowls Victoria, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- serving on the Board for a period which could, or could reasonably be perceived to materially interfere with the Director's ability to act in the best interests of Bowls Victoria.

Family ties and cross-Directorships may be relevant in considering interests and relationships which may compromise independence and should be disclosed by Directors of the Board.

The Board will consider and conclude on the independence of its Non-Executive Directors each year. The results of this review (i.e. the independence of individual Directors) will be disclosed in Bowls Victoria's annual report.

d. Induction

All new Directors appointed to the Board undertake a formal induction program co-ordinated by the CE.

5. Performance

a. Remuneration

The Board will consider for adoption a remuneration policy established by the Finance Committee designed to enhance corporate and individual performance. The level of remuneration will be designed to attract and maintain talented and motivated employees.

b. Continuing Professional Education

Directors are expected to undertake any necessary continuing professional education to enable them to discharge their duties. Management will brief the Board on changes in the legislative, regulatory or industry framework which impacts Bowls Victoria but this is not a substitute for the Directors' own efforts.

c. Performance Assessment

The Board recognises that regular reviews of its effectiveness and performance are key to the improvement of the governance of Bowls Victoria. The Board will review and evaluate its own performance and the performance of its Committees on an annual basis against both measurable and qualitative indicators.

d. Stakeholder Liaison

Bowls Victoria encourages effective communication with stakeholders and has strategies in place to affect this. Bowls Victoria stakeholders include members, employees, Government funding bodies and the community.

The full Board is required to attend Bowls Victoria's Annual General Meeting.

e. Other

Each Director is:

- Bound by Bowls Victoria's Code of Conduct for Conflicts of Interest and its policies and procedures; and
- required to comply with terms and conditions of any arrangements specifically involving them, for example Director's indemnity insurance.

6. Board Committees

The Board may from time to time establish appropriate Committees to assist it in the discharge of its responsibilities. However, the Board will not delegate any of its decision making authority to those Committees.

The Board has established the following Committees:

- Governance Committee
- Finance, Audit, Investment Review Committee
- CE Performance & Remuneration Committee

Committees will report to each Board meeting including any recommendations. Membership of Board Committees will be based on the needs of Bowls Victoria, relevant legislative and other requirements and the skills and experience of the individual Directors.

The role, function, performance and membership of each Committee will be reviewed on an annual basis as part of the Board's self-assessment process.

7. Meetings

Board meetings are held on a regular basis, as determined annually in advance by the Board. The agenda for each meeting is dictated by the needs of Bowls Victoria and the matters set out in the annual agenda for attention at a particular meeting. This does not preclude the President or Board convening such additional meetings as may be needed to permit special circumstances.

The Board and Board Committees may hold meetings at two or more venues using any technology (for example: teleconferencing) that gives all members of the Board or the relevant Board Committee a reasonable opportunity to participate in the meeting. However, the personal attendance of Board members at meetings is preferred.

a. Declaration of Interests

Directors are required to take all reasonable steps to avoid an actual, potential or perceived conflict of interest with Bowls Victoria's interests.

Directors must comply with the requirements of the Association's Incorporation Act, Corporations Act and the Code of Conduct – Conflicts of Interest with respect to the disclosure of actual, potential or perceived conflicts of interest.

b. Quorum

A meeting of the Board will have a quorum if:

1. Six directors shall constitute a quorum for the transaction of business of a meeting of the Board.
2. No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to the same place and at the same hour of the same day in the following week.
3. The Board may act notwithstanding any casual vacancy. However, if there are casual vacancies in the office of Director such that the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, those Directors present may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum.

A quorum must be present at all times during the meeting.

8. Advice to Directors

External advice may be sought by a Director under the terms of the Director's Indemnity, Insurance and Access Deed.

9. Publication of the Board Charter and Committee Charters

The Charter will be available to each Director, internal and external auditors and stakeholders.

A copy of this Charter is available on the Bowls Victoria website.

10. Review of the Board Charter

The Board will review this Charter and the Charters of its Committees annually and make any necessary or desirable amendments to ensure they remain consistent with the Board's objectives, current law and best practice.

11. Administrative Guidelines

This Charter is supported by administrative guidelines for the operation of the Board, i.e. Staff Manual.

12. Inconsistency with Consultation

To the extent that there is any inconsistency between the Charter or the Administrative Guidelines and the Constitution, the Constitution will prevail.



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