



## Handball Australia Board Charter

(Adopted on 16 February 2022)

### 1. Purpose of Charter

- 1.1. The Board Charter sets out the role, composition and responsibilities of the Board of Directors (“the Board”) of Australian Handball Federation Limited (Handball Australia).
- 1.2. The conduct of the Board is also governed by the Constitution of Australian Handball Federation Limited , a copy of which is located at [XXXX] and a soft copy is available on the Handball Australia website.

A number of operational matters relating to the Board such as number of meetings per year, notification of interests, and election of directors are governed by the Constitution and are not reproduced here.

### 2. Purpose of the Board

- The Board has two overarching purposes, performance and compliance:

**PERFORMANCE: assist the organisation to perform to its best potential**

#### **Strategy and policy**

- approve Vision/mission and ensure it is embedded into the organisation’s operations
- approve strategic plan and policies and monitor regularly

#### **Accountability**

- overall performance of the organisation
- board evaluation, succession planning
- report outcomes to stakeholders
- manage CEO

#### **Public Relations**

- represent and participate
- keep stakeholders informed
- project a strong and positive image
- promote the vision
- facilitate cohesion
- protect the interests of stakeholders
- speak with one voice regarding Board decisions

### **Risk management**

- Ensure up-to-date and effective risk profile and management strategy
- monitor critical risks

### **COMPLIANCE: conform with or exceed all legal requirements**

#### **Legal**

- monitor constitution
- comply with directors' responsibilities
- comply with laws
- monitor insurance requirements

#### **Accountability**

- monitor financials
- compliance audits

- The Board, while meeting its responsibilities, is mindful of the organisation's mission and the objects of the organisation as embodied in its Constitution.

### **3. Roles and Responsibilities**

- The Board has delegated authority for the operations and administration of the organisation to the Chief Executive Officer/Secretary General (CEO), which is currently a volunteer role given the current size of the organisation.
- The functions of the Board are to:
  - 3..1. Provide effective leadership and collaborate with the CEO and other volunteers in:
    - articulating the organisation's values, vision, mission and strategies
    - developing strategic (direction) plans and ordering strategic priorities
    - maintaining open lines of communication and promulgating through the organisation and with external stakeholders the values, vision, mission and strategies
    - maintaining open lines of communication and promulgating through the organisation and with external stakeholders the values, vision, mission and strategies
    - developing and maintaining an organisation structure to support the achievement of agreed strategic objectives (Given the volunteer nature of the CEO role at present, it is expected that each Board member will also participate on Committees charged with carrying out some of the organisation's operational work (under agreed delegations from the Board) and reporting back to the Board).
  - 3..2. Monitor the performance of the CEO against agreed performance indicators
  - 3..3. Review and agree the business (action) plans and annual budget proposed by the CEO, in conjunction with Treasurer, the Audit, Finance and Risk Committee, and other relevant volunteers and Committees.

- 3..4. Monitor the achievement of the strategic and business plans and annual budget outcomes
  - 3..5. Establish such committees (with Board members as Chairs where relevant/possible), policies and procedures as will facilitate the more effective discharge of the Board's roles and responsibilities
  - 3..6. Ensure, through the Board committees and others as appropriate, compliance obligations and functions are effectively discharged
  - 3..7. Initiate a Board self-evaluation program and follow-up action to deal with issues arising and arrange for directors to attend courses, seminars and participate in development programs as the Board judges appropriate
  - 3..8. Ensure that all significant systems and procedures are in place for the organisation to run effectively, efficiently, and meet all legal and contractual requirements
  - 3..9. Ensure that all significant risks are adequately considered and accounted for by the CEO and other relevant volunteers
  - 3..10. Ensure that organisation has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.
- The Board, as a collective, has no operational involvement in the conduct of the organisation's business activities and delivery of services. Its role is confined to setting and reviewing policy. However, given that the organisation currently does not have a paid executive team, Board members are involved in assisting the CEO in some operational activities. The operational activities undertaken by these Board members are conducted under agreed delegations and protocols from the Board and/or the CEO.

#### **4. Membership and Term**

- The Constitution provides for a maximum of 13 directors and a minimum of 10 directors (so that a quorum can be formed to transact business at meetings).
- The Board consists only of non-executive directors. That is, no member of the Board may be a member of the paid staff of the organisation, a Member State Federation, an Associate Member or an Affiliate Member.
- Directors are free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the organisation.
- Membership of the Board shall be disclosed in the annual report including whether a director is a State Representative Director, an Elected Director or an Appointed Director..
- Due to the current size of the organisation and its State Members, the Board has not adopted a tenure policy for State Representative Directors. However, according to the Constitution, each Elected or Appointed Director may not serve more than 10 years as a Director.

## 5. Board/CEO Relationship

- The roles of the President and CEO are strictly separated.
  - 5..1. The President/Chair of the Board's role includes leading and facilitating the Board, setting the Board direction and focus and conducting an efficient decision-making process by the Board.
  - 5..2. The CEO is responsible for:
    - the efficient and effective operation of the organisation in accordance with the strategy, delegations, business plans and policies approved by the Board.
    - bringing material and other relevant matters to the attention of the Board in an accurate and timely manner.
- The CEO is not a member of the Board, though attends and participates in Board meetings and discussions but does not vote.

## 6. Board Culture

- The Board actively seeks to have an 'engaged culture' which is characterised by candour and a willingness to challenge.
  - 6..1. Agendas
    - The agendas and prepared briefing papers of the Board limit presentation time to maximise discussion time.
    - There are lots of opportunities for informal interactions among Board members.
  - 6..2. Norms
    - Board members are honest yet constructive.
    - Members are ready to ask questions and willing to challenge leadership.
    - Members actively seek out other members' views and contributions.
    - Members spend appropriate time on important issues.
  - 6..3. Beliefs
    - "If I don't come prepared, I will be embarrassed."
    - "If I don't actively participate, I won't be fulfilling my responsibility."
    - "I'll earn the respect of fellow Board members by making valuable contributions and taking responsibility for what I do."
    - "If I can't carry my load, or if I can't agree with what's going on, I should resign."
  - 6..4. Values
    - The Board serves the community by actively participating in governance.
    - The Board is responsible to various stakeholders.
    - Board members are personally accountable for what goes on at the organisation.
    - the Board is responsible for maintaining the organisation's stature in the sector.

- Board members respect each other.

## **7. Reporting**

- Proceedings of all meetings are minuted and signed by the President or the chair of the meeting.
- Minutes of all Board meetings are circulated to directors and approved by the Board at the subsequent meeting.
- Resolutions are first put to the Board in draft form (as a “Board Paper”) and, once passed, are recorded in the minutes of the relevant Board meeting

## **8. Review of Charter**

- The Board will review this charter every two years, or earlier if required, to ensure it remains consistent with the Board’s objectives and responsibilities.

## **9. Publication of the Charter**

- A copy of the charter is available in the [Policies and documents page](#) on the Handball Australia website.