

**NORTH FREMANTLE AMATEUR
FOOTBALL CLUB INC.**

GOVERNANCE CHARTER

INTRODUCTION

This manual outlines the governance practices for the North Fremantle Amateur Football Club Inc (the NFAFC). As such, it is primarily a reference document for Committee Members and an assurance document for the Committee and stakeholders.

Each year this policy is revised and current for the BOFC financial year.

The manual is complementary to the following documents:

- The NFAFC Constitution
- The NFAFC By-Laws
- Other NFAFC Policies
- The NFAFC Strategic and Operational Plans

This policy was endorsed by the Committee at its Annual General meeting in December 2009.

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PART 1: GOVERNANCE PROCESS & POLICIES

1.1 Overarching Governance Process

As reflected in the NFAFC Constitution, the members of the NFAFC are the 'owners' of the NFAFC who elect an autonomous Committee to govern the NFAFC. The Committee is answerable to the members and other stakeholders, through performance, review and Committee elections at the Annual General Meeting.

1.2 Committee

The role of the Committee is to provide a professional and enjoyable environment for all members of the club. The composition of the Committee shall be such that it can adequately discharge its responsibilities and duties.

The Committee's focus will be to:

- Enact the NFAFC's Strategic Direction and priorities, which must be both appropriate and achievable;
- Ensure the financial viability and security of the NFAFC;
- Ensure there are appropriate policies for governing the NFAFC; and
- Assess all risks, operational and strategic, facing the organisation.

1.3 Role of the Committee & Committee Members

The Committee is committed to the adoption of ethical conduct in all areas of its responsibilities and authority.

The Committee shall:

- Once decisions are made, speak with one voice;
- Carry out its meetings in such a manner as to ensure fair and full participation of all Committee Members;
- Ensure the NFAFC assets are protected through a suitable risk management strategy; and

Committee Members shall:

- Act honestly and in good faith at all times;
- Act in accordance with their fiduciary duties, complying with the spirit as well as the letter of the law, recognising both the legal and moral duties of the role;
- Declare all interests that could result in an actual or perceived conflict between personal and organisational interests;
- Be diligent, and devote sufficient time to football matters to remain informed;
- Not disclose to any other person confidential information other than as agreed by the Committee or as required under law;
- Abide by all Committee decisions, once reached, regardless of personal opinion;
- Be accessible to the club members by way of attendance at matches and functions

1.4 Governance Philosophy

The Committee will govern with an emphasis on:

- Strategic issues as well as administrative detail;
- A focus for the future as well as the present;
- The recognition and acceptance of a diversity of opinions and views;
- Collective rather than individual decision making;
- Pro-activity rather than reactivity;
- Open and proactive communication internally and externally;
- Modelling desired behaviours.

1.5 Governance Policies

The Committee fulfils its role by developing and monitoring governance policies, which provide direction and boundaries for its own functions.

The Committee will be proactive in developing and stating its policies. Any Committee Member may propose to the Committee a policy be added, altered or deleted. Before the Committee determines its position in respect to any policy proposal it must be satisfied the:

- Purpose of the policy proposal is explicit and clear;
- Proposed policy is compatible with and fits within the policy categories listed above;
- Proposed policy is consistent with existing governance policies and is not better suited to a procedures/competition manual;
- Proposed policy is stated at the highest possible level of generality; and
- Committee has had sufficient time to consider the proposal and to understand the rationale for its adoption.

The Committee will only approve governance policies at a formally constituted Committee meeting.

The Committee will review all governance policies at least annually.

All governance policies shall be available to all Committee Members and other stakeholders as appropriate.

1.6 Role of the President

The President provides leadership to the Committee, ensuring the Committee's processes and actions are consistent with its policies. As appropriate, the President represents the Committee and the organisation to outside parties.

- The President is empowered to chair Committee meetings with all the generally accepted powers of that position. It is expected that:
 - Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
 - All Committee Members will be encouraged and enabled to make a contribution to the Committee's deliberations.
- There may be times when the President is called upon to interpret a Committee policy. All such interpretations shall reflect both the stated intent and spirit of the policy(s);
- The President will liaise regularly with the immediate governing football body;
- The President will be a principal media spokesperson for the NFAFC; and
- The President or his nominee will represent the NFAFC as required by the immediate governing football body.

1.7 Agenda Planning

To fulfil its governance responsibilities, the Committee will follow an agenda that:

- Regularly reviews policies and relevant strategic issues;
- Provides assurance that all relevant compliance requirements are addressed; and
- Improve Committee performance through education and a continuous self evaluation of its own governance effectiveness.

1.8 Committee Induction

The Committee will provide to all new Committee Members a thorough induction into the affairs of the Committee, the NFAFC and all related football bodies.

All new Committee Members will meet with the President to ensure they are familiar with all governance issues and all will receive a copy of the following items prior to attendance at their first Committee meeting:

- The NFFC Constitution and By-Laws;
- Governance Policies;

- Contact details for other Committee members and key stakeholders;
- Strategic and Operational Plans;
- Current and recent meeting papers;
- Details of the NFAFC's current financial position;
- The current year's meeting schedule and annual agenda.

1.9 Conflict of Interests

The Committee places great importance on making clear any existing or potential conflicts of interest for Committee Members.

Accordingly:

- Any business or personal matter, which could lead to a conflict of interest of a material nature involving a Committee Member and his role and relationship with the NFAFC, must be declared;
- All conflicts of interest must be declared by the Committee concerned at the earliest time after the conflict is identified;
- The Committee shall determine whether or not the conflict is of a material nature and shall advise the individual accordingly;
- Where a conflict of interest is identified and/or registered, and the Committee has declared that it is of material benefit to the individual or material significance to the NFAFC, the Committee Member concerned shall not vote on any resolution relating to that conflict or issue;
- The Committee Member shall only remain in the room during any related discussion with Committee approval;
- The Committee will determine what records and other documentation relating to the matter will be available to the Committee Member;
- All such occurrences will be minuted;
- Committee Members, aware of a real or potential conflict of interest of another Committee Member, have a responsibility to bring this to the notice of the Committee.

1.10 Special Purpose Committees

The Committee may establish committees and working parties to support it in its own work.

The Committee may establish, as the Constitution allows, special purpose committees to assist with the Committee's work to gain club and other stakeholder viewpoints on various issues.

All committees and working parties shall have terms of reference clearly defining their role, life span, procedures and functions, and the boundaries of their authority.

1.11 Cost of Governance

The Committee recognises that governance is a cost to the organisation and therefore will invest in appropriate training and development for Committee Members and volunteers, to increase its governance capability and performance.

The Committee will make every reasonable effort to facilitate training for all club personnel as a whole, to maximise the value-adding contribution to the organisation.

Annually, the Committee will carry out a review of its performance. To assist it to fulfil its monitoring responsibilities the Committee may engage outside assistance. This includes but is not limited to financial audit.

All costs associated with governance effectiveness will be prudently incurred, though designed to ensure the development of the highest standard of governance. Financial provision may be made each year for:

- Attendance at workshops, seminars or conferences;
- Meeting costs and other costs associated with effective communication with members and other key stakeholders e.g. member surveys and associated analysis, focus groups etc...

1.12 Committee Protection

In accordance with statutory requirements and in keeping with common law, Committee members are expected to discharge their fiduciary duty. As protection for the Committee members in discharging their duty, the BOFC will maintain an appropriate insurance policy, which is renewed and signed annually.

PART 2: COMMITTEE PERFORMANCE

The Committee's job on behalf of its stakeholders is to ensure the NFAFC achieves its core purpose and strategic goals, and in doing so, meets all legal and moral responsibilities and requirements accompanying 'best practice' corporate governance.

The Committee will undertake an annual performance evaluation that:

- a) Reviews the performance of the Committee against the requirements of this policy;
- b) Reviews the performance of the Committee Sub-Committees against the requirements of their respective terms of reference;
- c) Review the individual performances of the President, the Chief Executive Officer and the Committee Members; and
- d) Reviews this policy, the Committee Sub-Committee's terms of reference and the procedures of the Committee with a view to continuous improvement.

The Committee will determine the scope of the performance evaluation and how it is carried out, in order to achieve the above objectives.