



CHARTER OF OPERATION

HILLS FOOTBALL INC.

PRESENTED BY: THE BOARD

HILLS FOOTBALL

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1. OVERVIEW AND PURPOSE OF THIS CHARTER

The operations and activities of Hills Football Incorporated (HFI) are managed under the direction of the Board of Directors, in the best interest of Football in the region and the Members. The Board is responsible for the business and affairs of the Association except for matters reserved for members in Special General Meetings and Annual General meetings. The Board is governed by all applicable Law, the Association's Constitution and the Associations Policies.

The purpose of this Charter is to set out the functions, responsibilities and key protocols of the Board and the basis of delegation of its authority to its members through the formation and operation of board committees (Sub- committee's).

2. VISION OF THE BOARD

The Vision of the Board of Directors of the Association is to;

- Represent the interest of Football in the Hills region.
- Represent the interest of all Member Clubs
- Develop a strategic plan that secures the Associations future
- Work to ensure the Associations reputation is maintained and promoted
- Ensure the Association provides a high standard of football competitions and football development programs
- Oversees the care of the Associations physical assets and facilities
- Provides support for Member Clubs, the local community and families associated with the Association.
- Ensure the Board communicate regularly and transparently with the Member Clubs.
- Provide safe premises for employees and members to work and play.
- Provide training and opportunities for employees to reach their full potential.

3. ROLE OF THE BOARD

The Board has responsibility to member clubs for the conduct of the affairs and activities of the Association as set out in the Association constitution. In carrying out its responsibilities, the Board undertakes to serve the interests of all members, employees, other stakeholders and the broader community.

Each Director will act in good faith in the best interests of the Association and collectively oversee and appraise the strategies, major policies, processes and performance of the Association using care and diligence to ensure that the Associations long-term sustainability is assured.

4. ROLE OF MEMBER CLUBS

Member clubs are the backbone of the Association. Constitutionally, the member clubs are entitled to the following:

Call a special general meeting (clause 26.2)

Submit a motion of notice for inclusion as special business at General Meetings (Clause 29)

Vote at General meetings and for elected Directors (Clause 31.1)

However, the board would like the member clubs to have more Involvement in the direction, running and strategic planning of the Association. As such, the board will ensure that Winter Football seasons are developed in accordance with the majority of clubs wishes, via:

1. Recommendations to the board, on strategic direction, policy development and competition improvements via the relevant Board Sub Committees
2. The Voting on motions provided by the board on competition related matters. i.e. season length etc
3. The Voting on motions provided by the board on strategic direction related matters. such as large or long-term financial commitments etc.

Members clubs are required to uphold the Associations policies, act within the cultural frameworks of the Association and to put a “what’s best for Football” approach into their operations.

5. BOARD RESPONSIBILITIES

The Board is responsible for the overall governance and performance of the Association, for determining the strategic direction of the Association and monitoring The Association management's implementation of that strategy.

The Board:

- Selects and appoints the General Manager and identifies an appropriate succession plan
- Determines the General Manager's conditions of service, delegate responsibilities and monitors his/her performance against established objectives;
- Approves all employee's remuneration policies and practices;
- Monitors financial outcomes and the integrity of reporting, particularly approving annual budgets and longer-term strategic and business plans;
- Sets specific limits of authority for management to commit to new expenditure, enter into new contracts or acquire businesses without Board approval;
- Writes, Approves and adopts amendments to current or new policies
- Monitors compliance with legislative requirements and ethical standards and reporting back to members on these issues;
- Appoints any such Committees of the Board as may be appropriate to assist in the discharge of its responsibilities, determines their responsibilities
- Ensures that the Association conforms with the principles and practices of economic, social, and environmental sustainability and best practice wherever possible;
- Ensures that the Association's business is conducted ethically and transparently;
- Oversees strategic risk management; and
- Meets in accordance with the Constitution and By-Laws of the Association and any other relevant legislative requirements.

6. ASSOCIATION CONSTITUTION

The Board of Directors is governed by the Constitution of the Association and this Charter supports the Constitution of the Association and the Constitution takes precedence in the event of inconsistency.

7. DELEGATION OF AUTHORITY AND BOARD SUB COMMITTEES

To assist in the discharge of its responsibilities, the Board has delegated the following responsibilities to the General Manager and Board Sub Committees.

General Manager:

The Board delegates the responsibility for the day to day operation and management of the Associations business to the General Manager;

A Director will not interfere with the day to day operation and management of the Association and will direct all enquiries concerning members, employees, contractors or the operation of the Association to the General Manager;

Management must report to the Board on a regular basis to maintain accountability and to inform the Board so that it can make its decisions in the best interests of the Association and the members as a whole;

Board Sub Committees:

The Board, in accordance with the Associations Constitution (clause 23), may form Sub Committees to assist in carrying out its responsibilities or plan the strategic direction of the Winter competitions of the Association;

The Board will appoint the members of each Committee, including each Committee Chair who will be responsible for governing the Committee and may allow for external expertise where appropriate;

The Association Chairperson and General Manager are authorized to attend all meetings of Board Sub Committees.

The Board will establish Charters and or Terms of Reference if required setting out matters relevant to the composition, responsibilities and administration of the Board Sub Committees and other matters that the Board may consider appropriate; and

A Board Sub Committee will be responsible for researching, gathering information, providing background and recommendations to be voted on by the member clubs at a general meeting with the result submitted to the board for adoption. Board Sub Committees are a voice for all member clubs to plan, promote and alter Winter Competitions related issues intended to benefit all member clubs of the Association.

Board sub committees must follow and adhere to the "Sub Committees Policy".

All winter competitions related sub committees must meet four time per year with two meeting conduct during the operating season. All new season recommendations are to be presented to the clubs for voting and the board for adoption at least 8 weeks prior to the commencement of the next winter football season.

There will always be four standing Sub Committees including:

By Laws Review Sub Committee

Tasked with reviewing and making recommendations for alterations of the by laws prior to the commencement of the next years winter season.

Winter Competitions Sub Committee

Tasked with reviewing and making recommendations for alterations of the winter competitions structures including, but not limited to:

- Season length
- Competition Draw procedures
- Mid-season regrade policies
- The competitions committee is to make all recommendations at least 8 weeks prior to the start of the next winter football season

Female Football Sub Committee

Tasked with reviewing and making recommendations to the promotions and structures of Female Football programs.

Referees Sub Committee

Tasked with reviewing, running and making recommendations to the operation, promotions and structures of Referees organization and programs.

All Abilities Sub Committee

Tasked with reviewing and making recommendations to the promotions and structures of All Abilities Football programs.

All other Sub Committees are to be ad hoc ***and*** determined by the board when necessary.

8. ROLE OF THE CHAIR

The responsibilities of the Chair are principally to:

- Lead the Board;

- Chair Board and General Meetings of the Association competently, ethically and transparently
- and ensure Board effectiveness;
- Ensure that general meetings are conducted efficiently and that members have
- adequate opportunity to express their views and obtain answers to their queries;
- Liaise with the General Manager to ensure that new Board members are briefed and
- have access to information on aspects of the Association's operations;
- Facilitate the effective contribution of all Directors;
- Establish the agenda for Board meetings in consultation with the General Manager;
- Be the main point of contact and communication between the Board and the General
- Manager, ensuring that the Board's views are communicated clearly and accurately;
- Lead the review of the Board's performance and the review of the General Manager's
- performance, ensuring that the delegated authority of the General Manager and
- expected key performance criteria for the General Manager are clear;
- Ensure that there is regular and effective evaluation of the Board's performance;
- Set a standard for Board members in terms of attendance at meetings and prior
- familiarity with Board Papers distributed and issues to be raised; and
- Be the spokesperson for the Board where appropriate and represent the Associations
- interests.

9. ROLE OF THE GENERAL MANAGER

The General Manager is responsible for the day to day management of the Association in an efficient and effective manner. The General Manager is to have a formal employment agreement describing his/her term of office, duties, rights and responsibilities and entitlements on termination. The role of the General Manager includes but is not limited to:

- Managing implementation of the Associations Strategic Plan and Annual Budget
- Managing all facets of the Association's operations on a day to day basis
- Organising Board Meetings, Agendas, Board Papers etc;

- Monitoring compliance with the Association Constitution, By-Laws, Government Regulations and this Charter.
- Advising the Board on compliance with meeting procedure, and
- The general manager does not have the authority to approve any requests outside of the By Laws unless delegates the authority by the board

10. SUB- COMMITTEE END OF SEASON REVIEW

The Board Sub committee's shall hold an annual end of season review meeting (Season Meeting 4) to allow member clubs to provide feedback about the operation of the completed winter competition season. The feedback shall be constructive and limited to competition matters only with a view to the development of a continuous improvement culture that will benefit the competition delivery for the following season.

All Feedback shall be reviewed by the relevant subcommittee to provide recommendations to be presented to the last general club meeting for the year (third week in December) for voting with the result submitted to the board for adoption .

11. MAJOR ASSOCIATION DECISIONS

The Board will regularly update member clubs on Strategic direction and major Association decisions at the general meetings. The Board may choose for a sub Committees to manage or develop the Association position on a major issues or directions and provide recommendations to the board for adoption.

The Board will request the view of the member clubs in the form of vote on a motion at a general meeting if the Decision or issue for fills one of the following criteria:

1. Requires a one-off commitment of more \$150,000.00 (excluding the Association operational Budget and employment of staff)
2. Is for the term of longer than 5 years (6 years or more)
3. Has a direct effect on all member clubs.
4. Is in direct conflict to a direction provide by our governing body (FNSW, FFA)
5. Is of a community nature and is outside the scope of football.
6. Relates to a major asset, property, club acquisitions.

12. THE ASSOCIATIONS STRATEGIC DIRECTION

The Board will regularly review the Associations Strategic direction and may choose to for a sub Committees to develop certain aspects of the Association Strategic direction and provide recommendations to the board for adoption.

The Association shall hold a meeting of member clubs presidents bi-annually to allow member clubs to provide feedback about the strategic direction of the Association.

13. BOARD DECISION MAKING

The Board shall generally endorse all recommendations proposed by the sub-committee's or member votes provided they do not conflict with the following Criteria:

1. The Objects of the HFI constitution
2. Any requests or directions issued by the football governing bodies.
3. the recommendations are not possible due to operational issues or constraints.
4. With the objectives and direction set out in the HFI Strategic plan.

14. REVIEW OF THE CHARTER

The Board will regularly review this Charter and the Charters of Board Committees to ensure they remain consistent with the Board's objectives and responsibilities and relevant standards of corporate governance.

15. AMENDMENT OF THE CHARTER

This Charter has been adopted by the Board. Any amendment to this Charter can only be approved by the Board. The General Manager is responsible for reviewing this Charter on an annual basis to ensure its continued compliance with legal requirements, corporate governance requirements applicable to the Association and the Associations policies.

