



BOARD CHARTER

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Board Charter

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1. INTRODUCTION

In carrying out its responsibilities and exercising its powers, the Board at all times recognises its overriding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of the members of Hills Football Limited(HFL), as well as its employees, customers, and the community. It works to promote and maintain an environment within HFI that establishes these principles as basic guidelines for all of its employees and representatives at all times.

2. PURPOSE AND ROLE

2.1 The Board is responsible for:

- (a) Charting the direction, strategies and financial objectives of HFL and ensuring appropriate resources are available; and
- (b) Approving the annual targets and financial statements; and
- (c) Monitoring the implementation of those strategies and the achievement of those financial objectives; and
- (d) Monitoring compliance with control and accountability systems, regulatory requirements and ethical standards; and
- (e) Ensuring the preparation of accurate financial reports and statements; and
- (f) Reporting to members on the performance and state of HFL; and
- (g) Reviewing on a regular and continuing basis:
 - (i) Staff succession planning (in particular for the Chief Executive Officer (CEO)); and
 - (ii) Staff development activities; and
- (h) Approving HFL's risk management strategy and frameworks, and monitoring their effectiveness; and
 - (i) providing oversight and monitoring of Workplace, Health and Safety (WHS) issues in HFI and considering appropriate WHS reports and information; and
 - (j) Maintaining an ongoing dialogue with HFL's external auditor and, where appropriate, principle regulator(s); and
 - (k) Overseeing the Board Finance, Risk and Audit Committee's evaluation of the auditor's performance and ongoing independence; and
 - (l) Internal governance, including delegated authorities and monitoring resources available to senior staff

3. POWERS

In addition to matters expressly required by law to be approved by the Board, powers specifically reserved for the Board are as follows:

- 3.1 appointing and removing the Chief Executive Officer (CEO) and determining their terms and conditions of employment (including remuneration);
- 3.2 determining the corporate goals and objectives relevant to the remuneration of the CEO and evaluating the performance of the CEO in light of those objectives;
- 3.3 reviewing the succession plan for the CEO
- 3.4 reviewing and ratifying each of the following:
 - (a) Systems of risk management and internal control and compliance, codes of conduct and legal compliance; and
 - (b) Diversity policy implementation; and

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- (c) Financial and other reporting; and
- (d) Major capital expenditure, capital expenditure, and acquisitions and divestitures;
- 3.5 Any matters in excess of discretions that, from time to time, it may have delegated to the General Manager (for instance in relation to capital expenditure); and
- 3.6 approving each of the following, on the recommendation of the CEO where appropriate:
 - (a) The strategic plan, at least annually; and
 - (b) HFL's annual targets and financial statements and monitoring financial performance against budget, forecasts and prior periods; and
 - (c) The appointment and, where appropriate, the removal of any staff reporting to the CEO; and
 - (d) the remuneration and conditions of service, including financial incentives, for the CEO and any other staff reporting to the CEO; and
 - (e) Significant changes to organisational structure and the appointment of staff as the Board may determine; and
 - (f) The acquisition, establishment, disposal or cessation of any significant operations of HFL; and
 - (g) Any public statements which reflect significant issues of the HFL policy and strategy; and
 - (h) Any changes to the discretions delegated from the Board.

4. BOARD SIZE AND COMPOSITION

- 4.1 The size of the Board is determined by the HFL Constitution.
- 4.2 The Board may appoint up to three (3) Directors, who shall be appointed by the Directors in accordance with clause 19 of the HFL Constitution. In appointing Appointed Directors under the HFL Constitution, assess the Board's skill set and must only appoint Appointed Directors who have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board Composition.
- 4.3 Collectively, the Board members should have a broad range of financial and other skills, experience and knowledge necessary to guide the operations of HFL.
- 4.4 The Board will determine and regularly review the composition of the Board having regard to the optimum number and skill mix of Directors, subject to the limits imposed by HFL's Constitution and the terms served by existing Directors.
- 4.5 Directors will be engaged through a letter of appointment.

5. ROLE AND DELEGATION TO MANAGEMENT

- 5.1 The CEO is responsible for assisting the Board where required in the development of strategic objectives for HFL and the achievement of the planned results.
- 5.2 Management of HFL's day to day operations is undertaken by the CEO, subject to specified delegations of authority approved by the Board.
- 5.3 Any matters or transactions outside the delegations of authority must be referred to the Board for approval.

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6. MEETINGS

- 6.1 Board and committee papers are to be provided to Directors, where possible, five (5) business days prior to the relevant meeting.
- 6.2 Agenda items will be requested at least eight (8) business days prior to the next meeting of Directors.
- 6.3 Draft minutes of meetings will be distributed to Directors within five (5) business days after the relevant meeting.

7. BOARD COMMITTEES

- 7.1 The Board may from time to time establish committees to assist it in carrying out its responsibilities, and adopt charters setting out matters relevant to the composition, responsibilities and administration of such committees, and other matters that the Board may consider appropriate.
- 7.2 The Board will establish:
 - (a) A finance, risk and audit committee; and
 - (b) An historical committee; and
 - (c) A remuneration committee; and
 - (d) A Workplace Health and Safety Consultative committee
- 7.3 The Board may establish ad hoc Board Committees from time to time to consider matters of special importance. The Board will determine the charters of the ad hoc Board Committees, which will set out the roles and responsibilities of each Board Committee.

8. THE CHAIRPERSON

- 8.1 The Board shall elect a Director to act as Chairperson as and when the Board chooses but as a minimum, following each Annual General Meeting.
- 8.2 The Chairperson shall be the nominal head of the Association and will act as chair of any Board meeting or General Meeting at which the Chair is present.
- 8.3 If the Chairperson is not present, or is unwilling or unable to preside at a Board meeting, the remaining Directors shall appoint another Director to preside as chair for that meeting only.
- 8.4 The Chairperson shall preside at every General Meeting except:
 - (a) In relation to any election for which the chairperson is a nominee; or
 - (b) Where a conflict of interest exists
- 8.5 If the chairperson is not present, or is unwilling or unable to preside at a general meeting, the Delegates present shall appoint another Director to preside as chairperson for that meeting only.
- 8.6 The Chairperson shall not have a casting vote at any meeting.
- 8.7 The Chairperson (or their delegate) is the sole media spokesperson on all matters relating to HFI.

9. THE CHIEF EXECUTIVE OFFICER

- 9.1 The CEO's duties are:
 - (a) to devote the whole of their time, attention and skill during normal business hours and at other times as reasonably necessary, to the duties of the office; and
 - (b) be accountable for planning, coordinating and directing the operations of HFL to achieve strategic, financial and operating objectives as agreed with the Board; and

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- (c) To formulate and recommend business and financial strategies and plans to develop HFL's objectives and to implement these plans to achieve agreed performance targets; and
- (d) Promote the interests of HFL; and
- (e) Faithfully and diligently perform the duties and exercise the powers otherwise assigned by the Board.

9.2 In fulfilling their duties, the CEO:

- (a) Reports directly to the Board; and
- (b) Provides prompt and full information to the Board regarding the conduct of HFL's operations; and
- (c) Complies with reasonable directions given by the Board.

10. THE PUBLIC OFFICER AND SECRETARY

10.1 The Public Officer and Secretary support the effectiveness of the Board by:

- (a) Monitoring that the HFL Constitution, Board policy and procedures are followed; and
- (b) Coordinating the completion and despatch of Board agendas, briefing papers and minutes of meetings in accordance with the HFL Constitution.

10.2 The HFL Public Officer and Secretary are responsible to the Board, through the Chairperson, on all governance matters.

11. SELF ASSESSMENT

11.1 The Board undertakes an annual performance evaluation of itself that:

- (a) Compares the performance of the Board with the requirements of its charter; and
- (b) Effects any improvements to the Board charter deemed necessary or desirable.

11.2 The performance evaluation is conducted in such manner as the Board deems appropriate whilst considering feedback or communication with its members.

12. APPOINTMENT

Letters of Confirmation of elected or appointment for each new Director to the Board set out the key terms and conditions relative to the election or appointment of the Director.

13. TERMS OF OFFICE

A Director's term of office is determined in accordance with the HFL's Constitution.

14. ETHICAL STANDARDS

14.1 Board members are expected to observe the highest standards of ethical behaviour and must comply with the Code of Conduct for Directors and all other HFL policies.

14.2 The Board supports and encourages policies within HFL which require Directors and Employees to observe high standards of personal integrity and display honesty in their dealings.

15. CONFLICTS OF INTEREST

15.1 Directors are required to avoid any action, position or interest that conflicts with the interests of HFL, or gives the appearance of a conflict.

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15.2 A Director that has a personal interest in a matter that relates to the affairs of HFL, must give the other Directors notice of such interest and record it in the Conflicts of Interest Register.

16. REVIEW OF CHARTERS

Board and Committee Charters will be reviewed annually or as required.

17. DIRECTOR EDUCATION

Directors are encouraged to continually update their skills and knowledge required to fulfil their role both on the Board and on Board Committees. HFL will assist Directors with professional development and will facilitate the induction of new Directors.

18. ACCESS TO BOARD PAPERS

HFL has entered, or will enter, into an agreement with each Director which gives them the right of access for a period of seven (7) years after the cessation of office to any Board papers made available to the Director during their tenure as a Director.