



FOOTBALL QUEENSLAND

BOARD CHARTER

Principles relating to the Board's governance role and processes:

- The Board's first duty is to the legal entity
- The Board represents its owners, moral and legal, exercising a duty of care for the organisation and all of its stakeholders
- The Board is responsible for setting the ethical framework for the organisation, defining and nurturing the organisation's fundamental values
- The Board must maintain a continuous focus on the organisation's reason for being, i.e. its mission or purpose and its corporate goals and objectives
- The Board is responsible for setting the organisation's strategic direction, priorities and performance criteria
- Monitoring and evaluation of the Chief Executive's and the organisation's performance should be built around a rigorous and continuous process
- The Board must ensure that when it has stated that something must or must not be done, the Chief Executive can demonstrate that he/she has met the Board's requirement.
- Sound Board systems provide protection for the organisation, its stakeholders, the Board and its directors against fraud, illegal practices and poor performance by its own members and its Chief Executive and staff. Written policies are an effective means for codifying Board systems
- The Board has a role to characterise risks and ensure that strategies to minimise or mitigate these are put in place and implemented.
- The Board determines the policy parameters for the organisation rather than doing the work - it says *what* should be achieved and what must not be done or occur, but not *how* to do things
- The Board should have an emphasis on continuous improvement for itself and individual directors
- The Board has a responsibility to ensure that it has in place a succession plan for its own members and for its senior managers
- The chairperson is a first among equals, fulfilling the role of servant leader to the Board

Relating to the Board - Chief Executive's relationship

- The Board – The Chief Executive's relationship is a partnership that is approached in the spirit of mutual respect and support for the inter-dependent but separate roles.
- The Chief Executive is the Board's sole direct employee in whom is vested accountability for the operational organisation
- The Board should direct, not manage the Chief Executive by providing clearly defined outcomes to be achieved and policy parameters within which the Chief Executive must remain
- The Board's delegation to the Chief Executive must be unambiguous – the Board must stand behind its own policies

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BOARD CHARTER

Board Responsibilities

On behalf of the stakeholders, especially the Members, the Board of Directors is explicitly responsible for the stewardship and future well-being of Football Queensland. The Board should exercise leadership, enterprise, integrity and judgement in directing Football Queensland so as to provide assurance of its continuing and lasting prosperity. It should endeavour to apply and achieve the highest possible standards of corporate governance. The Board should always act in the best interests of Football Queensland and in a manner based on transparency, accountability and responsibility.

In discharging their responsibilities the Board, and individual directors, have a duty to act in the best interests of Football Queensland as a whole, irrespective of personal, professional, commercial or other interests, loyalties or affiliations.

To discharge these obligations the Board should assume responsibility in at least the following areas:

1. Board membership

1. Ensure that there is an effective process for appointment to the Board to provide a mix of proficient directors, each of whom is able to add value and to bring independent judgement to bear on the decision-making process.
2. Succession planning maintaining an up to date 'skills matrix' identifying the pool of capabilities and attributes needed to discharge the Board's responsibilities and identify and develop members of Football Queensland capable of assuming governance roles in the future.
3. Assisting Football Queensland to make good appointments to the Board by ensuring that it is fully conversant with the role, responsibilities, work programme and performance of the Board and its members.
4. Provide a thorough orientation process for new Board members.

2. Governance philosophy and approach

The Board will govern Football Queensland with an emphasis on:

1. Future focus rather than a preoccupation with the present or past
2. Strategic issues rather than administrative detail
3. Pro-activity rather than reactivity
4. Encouraging a diversity of opinions and views
5. Development and expression of a collective responsibility for all aspects of the Board's performance
6. Continuing improvement in Board and individual director effectiveness
7. The interests of Football Queensland as a whole

3. Strategic leadership

1. Provide input that assists in identifying and understanding emerging trends and issues.
2. Review Football Queensland's situation and agree the broad framework within which the strategic and business plans will be prepared each year.
3. Establish the strategic direction for the organisation.
4. Recommend any significant shifts in the broad strategic direction of Football Queensland to the stakeholders.
5. Ensure the development of medium-term and annual business plans.
6. Review and approve Football Queensland's financial objectives, plans and actions, including significant capital allocations and expenditures.

4. Monitoring progress

1. Monitor corporate performance against the strategic direction, including assessing operating results to evaluate whether the business is being properly managed.

5. Risk characterisation

1. Identify and characterise the principal risks faced by Football Queensland and ensure that appropriate systems are in place to avoid or mitigate these risks including the protection of intellectual capital developed with the resources of Football Queensland and intrinsic to the value, or potential value, of Football Queensland. (Refer Finance, Audit and Risk Management Terms of Reference).

6. Direction of executive performance

1. Select, monitor and, if necessary, replace the Executive Officer and ensure there is a succession plan for senior management.
2. Maintain an up to date framework for defining the Board's expectations of the Executive Officer's performance including the setting of a clear, annual performance agreement.
3. Provide regular, honest and rigorous performance feedback to the Executive Officer on the achievement of such expectations. (Refer Monitoring Chief Executive Performance policy)
4. Ensure there are positive conditions for the motivation of management and ensure that there is adequate training to support them in their role.
5. Assist Chief Executive with a working party where Board is able to offer specialist services not otherwise available in the Administration Team. (Refer Committees and Working Parties Policy).

7. Compliance and integrity

1. Ensure ethical behaviour and compliance with the Board's Code of Ethics and Proper Practice and Conflict of Interests policies, laws and regulations, audit

and accounting principles and Football Queensland's stated values and its governance documents.

2. Ensure the integrity of Football Queensland's internal control and management information systems so that its decision-making capability and the accuracy of its reporting are maintained at a high level at all times

8. Board focus

1. Ensure that the Board makes the best possible use of its meetings by dealing only with matters that have governance-level significance, by focusing primarily on the future and, within a defined policy framework, by delegating as much as possible to the Executive Officer.
2. Ensure that reports and proposals for the Board are timely, contain content and are formatted so as to reinforce and support the Board's governance role.
3. The Board will establish the agenda for each Board meeting although throughout the year Board member are free to suggest the inclusion of item(s) on the agenda. To the extent possible agendas will be based on a schedule of subjects agreed at the beginning of each year. (Refer Agenda Planning Policy).

9. Material transactions

1. Review and approve transactions that are not consistent with the ordinary course of business (i.e. of considerable size, or of an unusual nature).

10. Monitoring and enhancing Board effectiveness

1. Assess annually its own effectiveness in fulfilling this charter and other Board responsibilities, including the effectiveness of individual directors.

11. Assurance of accountability

1. Serve the legitimate collective interests of the present Members and stakeholders of Football Queensland and account to them fully while also having due regard to the needs of other stakeholders and future owners.
2. Remain up to date in terms of stakeholders' concerns, needs and aspirations
3. Report to an annual meeting of the Members on the performance of all Football Queensland's entities and account for the Board's stewardship of that performance.
4. Identify Football Queensland's other internal and external stakeholders determining how Football Queensland should relate to them including reporting to them on a regular basis on the performance of the organisation.

12. Other

1. Perform such other functions as a prescribed by law or assigned to the Board by the shareholders or Football Queensland's governing documents.