

POLICY TITLE: BOARD COMMITTEES AND WORKING PARTIES**POLICY**

The Board will establish committees and working parties only to support it in its own work, never to conflict with the Chief Executive's delegated responsibilities.

1. Committees and working parties shall have Terms of Reference or Role Definition clearly defining their role, life span, procedures and functions, and the boundaries of their authority, reviewed annually.
2. A decision of a Board committee or working party exercising delegated authority is a decision of the Board and should be treated by the Chief Executive accordingly.
3. Committees and working parties may co-opt outside members from time to time in order to bring additional skills, experience or networks.
4. Committees and working parties cannot exercise authority over staff nor shall they delegate tasks to any staff unless the Chief Executive has specifically agreed to such delegations.
5. Unless explicitly empowered by the full Board, committees or working parties cannot make binding Board decisions or speak for the Board. For the most part the function of committees and working parties, in fulfilling their role, is to make recommendations to the Board.
6. Board committees and working parties will not mirror operational divisions, departments or staff functions.

POLICY TITLE: AGENDA PLANNING

1. The Board will develop an annual agenda setting out a framework for its year's work. Examples of recurring and once-off agenda items include:
 - (a) Scheduled review of Board stated strategic direction as indicated in the Board's Strategic direction policies, e.g. via Chief Executive reports and presentations.
 - (b) Scheduled time for strategic thinking.
 - (c) Scheduled assessment of organisational risk.
 - (d) Consultations with key stakeholders as appropriate.
 - (e) Governance education.
 - (f) Other policy compliance monitoring both in respect of the Chief Executive Constraints and Board Processes policies.
 - (g) Board Effectiveness review.
 - (h) Chief Executive performance-appraisal review meeting and remuneration review.
 - (i) Preparation for or review of AGM matters.
 - (j) Meeting with the external auditor.
 - (k) Scheduled reporting by the Finance, Audit and Risk Management Committee or other Board committees.

POLICY TITLE: CODE OF ETHICS AND PROPER PRACTICE**POLICY**

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

Directors shall:

1. Act honestly and in good faith at all times.
2. Declare all interests that could result in a conflict between personal and organisational priorities.
3. Be diligent, attend Board meetings and devote sufficient time to preparation for Board meetings to allow for full and appropriate participation in the Board's decision making.
4. Ensure scrupulous avoidance of deception, unethical practice or any other behaviour that is, or might be construed as, less than honourable in the pursuit of Football Queensland's business.
5. Not disclose to any other person confidential information other than as agreed by the Board or as required under law.
6. 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.
7. Abide by Board decisions once reached notwithstanding a director's right to pursue a review or reversal of a Board decision.
8. Not do anything that in any way denigrates Football Queensland or harms its public image.

The Board shall:

9. Ensure that there is an appropriate separation of duties and responsibilities between itself and the Chief Executive.
10. Make every reasonable effort to ensure that Football Queensland does not raise community, supplier or stakeholder expectations that cannot be fulfilled.
11. Meet its responsibility to ensure that all staff employed by Football Queensland are treated with due respect and are provided with a working environment and working conditions that meet all reasonable standards of employment as defined in relevant workplace legislation.
12. Regularly review its own performance as the basis for its own development and quality assurance.
13. Carry out its meetings in such a manner as to ensure fair and full participation of all directors.
14. Ensure that Football Queensland's assets are protected via a suitable risk management strategy.

POLICY TITLE: CONFLICT OF INTERESTS**POLICY**

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

Conflicts of interest may occur:

- *When a director, or his/her immediate family or business interests, stands to gain financially from any business dealings, programmes or services provided to Football Queensland.*
 - *When a director offers a professional service to Football Queensland.*
 - *When a director stands to gain personally or professionally from any insider knowledge if that knowledge is used for personal or professional advantage.*
1. Any business or personal matter which could lead to a conflict of interest of a material nature involving a director and his/role and relationship with Football Queensland, must be declared and registered in the Register of Interest.
 2. All such entries in the Register shall be presented to the Board and minuted at the first Board meeting following entry in the records.
 3. All conflicts of interest must be declared by the director concerned at the earliest time after the conflict is identified.
 4. The Board shall determine whether or not the conflict is of a material nature and shall advise the individual accordingly.
 5. Where a conflict of interest is identified and/or registered, and the Board has declared that it is of material benefit to the individual or material significance to the company, the director concerned shall not vote on any resolution relating to that conflict or issue.
 6. The director shall only remain in the room during any related discussion with Board approval.
 7. The Board will determine what records and other documentation relating to the matter will be available to the director.
 8. All such occurrences will be minuted.
 9. Individual directors, aware of a real or potential conflict of interest of another director, have a responsibility to bring this to the notice of the Board.

POLICY TITLE: MONITORING CHIEF EXECUTIVE PERFORMANCE**POLICY**

The Chief Executive's performance will be continuously, systematically and rigorously assessed by the Board against achievement of the strategic direction policies and compliance with Chief Executive Delegation policies. The Board will provide regular performance feedback to the Chief Executive.

1. The Board's assessment of the Chief Executive's performance will be against only those performance indicators that have been agreed at the commencement of the performance year.
2. The standard applied to all facets of the performance assessment shall be that the Chief Executive has met or can demonstrate compliance with the intent or spirit of the Board policy/statement.
3. The Board may monitor any policy at any time using any method but will normally base its monitoring on a predetermined schedule.
4. The Board may use any one or more of the following three methods to gather information necessary to ensure Chief Executive compliance with Board policies and thus to determine its satisfaction with that person's performance:
 - (a) CEO reporting,
 - (b) Advice from an independent, disinterested third party, or
 - (c) Direct inspection by a Board approved director or group of directors.
5. A Board committee may assist the Board in this process which may make recommendations to the Board.
6. If at any time the Board engages an outside evaluator to assist the Board to conduct an assessment of the Chief Executive's performance, the process must be consistent with this policy. Any such evaluator is a contractor to the Board, not the Chief Executive.