

Board Charter

This Charter sets out the responsibilities of the Board of Squash & Racquetball Victoria and details the manner in which the Board will operate in the best interests of the organisation. The aim is to articulate the means by which the Board will strive for excellence in discharging its duty of care, diligence and good faith to the members under the Constitution and Associations Incorporation Act and in alignment with current Best Practice. This document is to be read in conjunction with the Constitution.

Responsibilities of the Board

The Board is responsible for setting the strategic direction and establishing the policies for S&RV. It is responsible for overseeing the financial position of S&RV and ensuring appropriate internal controls and risk management policies are in place.

In particular, the Board is responsible for –

- Setting and monitoring overall strategic direction and priorities;
- Monitoring the operational and financial position and performance;
- Corporate governance, including risk management and corporate compliance;
- Selection, appointment and all matters relevant to the employment of the Executive Director;
- Composition of the Board itself; evaluation of board performance including performance of individual board members;
- Approval and monitoring of the annual budget;
- Reviewing and, to the extent necessary, amending the Board and any Committee Charters.

The Board

Board composition and structure

In accordance with Rule 9 of the Constitution, the Board shall consist of up to 9 members, excluding any co-opted representatives. The Officers of the Squash & Racquetball Victoria Board are elected from the Board in accordance to item 9.4 of the Constitution.

Board Values

- Professional (Integrity, Impartial, Transparent)
- Strategic (Forward thinking, Dynamic, Informed)
- Respectful (Supportive, Teamwork/cohesive, Engaged, Honest)

Board Culture Statement

The Squash & Racquetball Victoria Board is an honest and open Board working as a unified team towards the achievement of agreed strategic goals.

Board meetings

The Board shall meet at least 8 times each year and at such other times as deemed necessary. Meeting location shall be Squash & Racquetball Victoria's headquarters, currently the Melbourne Sports & Aquatic Centre, although this may be varied as necessary. All Board members are to receive papers for consideration and regular reports in advance of meetings to enable them to participate in an informed manner.

Meeting participation

Board members have the responsibility to attend all Board meetings unless there are valid reasons for non-attendance. As per Clause 9.11 of the Constitution, the Board can terminate a Board member if that Board member is absent without the consent of the Board from meetings of the Board held during a period of 6 months.

Board members are encouraged and expected to participate fully and frankly in all Board discussions, to express their views openly and to respect and give due weight to the views of other Board members.

Meeting minutes

Whilst minutes of each Board meeting are taken and kept by the Executive Director, the proceedings of and discussions at Board meetings are confidential. Board members are prohibited from divulging to any third party the details of Board discussions except as are recorded in the confirmed minutes of any meeting.

Conflict of interest

Board members are required to declare any personal, financial or prejudicial interest they may have in any matter before a meeting or where a potential conflict arises during a meeting and may be prohibited from participating in the consideration of any matter in which they have an interest.

Decision Process

1. Any matter which a Board member or the Executive Director wishes to have discussed at a Board meeting should be put on the Agenda and distributed to the other Board members prior to the meeting.
2. Prior to the meeting, the Board member who has had an item placed on the Agenda should prepare a brief memo outlining the nature of the item for discussion. If there is a specific proposal to be put to the Board, that proposal should be identified in the paper.
3. Following discussion at the Board meeting, a vote should be taken on whether the proposal is adopted.
4. In order for any proposal to be adopted or endorsed by the Board, it must receive a majority of the votes of the Board members present (assuming quorum is reached).
5. If a Board member is not able to be present at the meeting where the proposal is to be discussed and voted on, that Board member may (before the meeting) advise the President of the way in which that Board member wishes to vote and any views he or she wishes to be raised; or may ask that voting on the proposal be deferred until the next Board meeting.
6. The minutes of the meeting should record the proposal as worded in the paper tabled at the meeting and whether the proposal was adopted.
7. Nothing in these protocols prevents a Board member from raising a matter for discussion under General Business. However, unless the matter raised is urgent, if all Board members are not present a vote should not be taken until all Board member have had the opportunity to consider the issue or proposal.

Delegation by the Board

The Board may under clause 10 of the Constitution delegate any of its powers, other than the power to delegate, to any member of staff, officer, Sub-Committee or Reference Group.

Board Sub-Committees

To assist with the execution of its responsibilities, the Board has the authority under the clause 10 of the Constitution to establish and determine the powers and functions of reference groups or sub-committees of the Board.

Independent advice

The Board may obtain independent professional advice to assist it in the proper exercise of its powers and responsibilities, at S&RV's cost.

Separation of functions between the President/Board and Executive Director.

The roles of the President/Board and ED are strictly separated.

The President/Board is responsible for –

- Developing clear strategic direction, approval of strategic plan and budgets and monitoring organisational performance
- Leading the Board in its responsibilities to its members
- Ensuring there are processes and procedures in place to evaluate the performance of the Board, its committees and individual board members
- Facilitating effective discussions at Board meetings
- Recruiting and monitoring the performance of the ED as the only employee directly appointed by the Board.

The CEO is responsible for –

- Implementing the strategy and budgets agreed to at Board level
- Policy direction of the operations of S&RV, approved by the Board
- The efficient and effective operation of S&RV including all staffing matters
- Ensuring sufficient information and context is brought to the attention of the Board in an accurate and timely manner to enable relevant discussion and decisions