



Softball Australia Board Charter

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SOFTBALL AUSTRALIA LIMITED

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1 Governance Principles

- The Board's first duty is to the legal entity, Softball Australia (SAL)
- The Board represents its members/owners (moral and legal) and must exercise a duty of care for SAL and all its stakeholders
- The Board is responsible for setting the ethical framework for SAL, defining and nurturing the organisation's fundamental values
- The Board must maintain a continuous focus on SAL's purpose, vision and objectives
- The Board is responsible for setting SAL's strategic direction, priorities and performance criteria
- The Board is responsible for monitoring and evaluating the performance of the organisation and the CEO. Performance management should be built around rigorous, continuous and transparent processes
- The Board is responsible for establishing sound governance practices and systems that 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 CEO and staff
- The Board has a role to characterise risks and ensure that policies and processes to minimise or mitigate these risks are developed and implemented
- The Board determines the policy parameters for SAL within the framework of the SAL Constitution
- 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 the CEO
- The Chairperson is a first among equals, fulfilling the role of servant leader to the Board
- The Board - CEO relationship is a partnership that is approached in the spirit of mutual respect and support for the interdependent but separate roles
- The CEO is the Board's sole direct employee in whom is vested accountability for the management of the organisation
- The Board should direct not manage the CEO by providing clearly defined outcomes to be achieved and delegation parameters within which the CEO must remain
- The Board's delegation to the CEO must be unambiguous and transparent

2 Board Responsibilities

On behalf of its members and other stakeholders, the Board is explicitly responsible for the stewardship and future well-being of SAL. The Board should exercise leadership, enterprise, integrity and judgement in directing SAL 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 SAL in a manner based on transparency, objectivity, accountability and responsibility.



In discharging their responsibilities the Board and individual Directors have a duty to act in the best interests of SAL 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:

Board membership

- Ensure that there is an effective process for recruiting and appointing Directors 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
- 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 the (NSO) capable of assuming governance roles in the future
- Assisting SAL to make good appointments to the Board by ensuring that it is fully conversant with the role, responsibilities, work program and performance of the Board and its members
- Provide a thorough orientation process for new Board members

Governance philosophy and approach

The Board will govern SAL with an emphasis on:

- A future focus rather than a preoccupation with the present or past
- Strategic issues rather than operational and administrative detail
- Proactivity rather than reactivity
- Encouraging a diversity of opinions and views
- The development and expression of a collective responsibility for all aspects of the Board's performance
- Continuing improvement in Board and individual Director effectiveness
- The interests of SAL as a whole, not individual members or groups of members

Strategic leadership

- Establish the strategic direction for the organisation
- Provide input that assists in identifying and understanding emerging trends and issues
- Review SAL's situation and agree the broad framework within which the strategic plan and annual operational plans will be prepared
- Recommend any significant shifts in SAL's broad strategic direction to the stakeholders
- Review and approve SAL's financial objectives, plans and actions, including significant capital allocations and expenditures

Monitoring progress

- Monitor corporate performance against SAL's strategic direction, including assessing operating results to evaluate whether the business is being properly managed



Risk characterisation

- Identify and characterise the principal risks faced by SAL and ensure that appropriate systems are in place to avoid or mitigate these risks

Direction of CEO performance

- Select, monitor and, if necessary, replace the CEO and ensure there is a succession plan for senior management.
- Maintain an up to date framework for defining the Board's expectations of the CEO's performance, including the setting of an agreed, clear annual performance agreement.
- Provide regular, honest and rigorous performance feedback to the CEO on the achievement of such expectations
- Ensure there are positive conditions for the motivation of the CEO and ensure there is adequate resources to support the CEO in their role

Compliance and integrity

- Ensure ethical behaviour and compliance with the SAL's values, Constitution and policies, and audit and accounting principles
- Ensure the integrity of SAL'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

Board focus

- Ensure that Board meetings are effective by dealing only with matters of governance-level significance, by focusing primarily on the future and, within a defined policy framework, by delegating appropriately to the CEO
- Ensure that matters dealt with by the Board are relevant to the focus and function of the Board's governance role

Monitoring and enhancing Board effectiveness

- Regularly assess its own effectiveness in fulfilling this charter and other Board responsibilities, including the effectiveness of individual Directors

Assurance of accountability

- Serve the legitimate collective interests of SAL's present Members and stakeholders and account to them fully while also having due regard to the needs of other stakeholders and future owners.
- Remain up to date in terms of stakeholders' concerns, needs and aspirations
- Report to an annual meeting of the Members on SAL's performance and account for the Board's stewardship of that performance.

Other

- Perform such other functions as a prescribed by law or assigned to the Board by the shareholders or the (NSO)'s governing documents.



3 Expectations of Directors

To execute these governance responsibilities, SAL Directors must, so far as possible, possess certain characteristics, abilities and understandings.

Directors duties and responsibilities

Directors must:

- Understand their duties and responsibilities as a Director in accordance with SAL's Constitution and policies
- Fulfil their fiduciary duty to act SAL's best interest at all times, regardless of personal position, circumstances or affiliations.
- Attend and be well prepared to contribute to Board and Board Committee meetings, and to contribute between meetings if required
- Understand the distinction between the Board's role and management's role

Strategic orientation

Directors should:

- Understand SAL's strategic direction
- Be future-oriented and demonstrate vision and foresight
- Be able to think conceptually, taking a 'big picture' perspective
- Be able to synthesise and simplify complex information and ideas
- Focus on strategic matters (not operational detail) and policy implications that are key to the success of SAL
- Be able to deal with a changing external environment

Integrity and accountability

Directors must:

- Act independently of any stakeholder group or entity connected with Softball
- Understand and be committed to SAL's values and beliefs
- Declare any potential conflicts of interests and manage those conflicts in the best interest of SAL
- Maintain confidentiality where required
- Publicly support, act on and be collectively accountable for Board decisions, even if these are unpopular
- Demonstrate high ethical standards and integrity in their personal and professional dealings

Informed, knowledgeable and independent

Directors must:

- Have (or be able to develop) a sufficient depth of knowledge about SAL's business to provide wise, thoughtful counsel on a broad range of issues
- Be willing to risk rapport with fellow Directors in taking a reasoned, independent position



- Be financially literate and able to understand the key financial measures used to evaluate SAL's performance
- Understand and evaluate the SAL's risk environment
- Make proper enquiries about matters of uncertainty

Participation and teamwork

Directors should:

- Enhance the Board's deliberations by actively contributing in ways that are constructive and add value to discussions.
- Acknowledge and respect the contribution of fellow Directors and the CEO
- Foster teamwork and engender trust
- Bring expertise and experience to the Board that contributes to its purpose, operations and effectiveness
- Be collaborative and share information willingly

4 Expectations of the Chairman

As the first amongst equals and as servant leader to the Board, the Chairman must:

Ethics, competence and diligence

- Be an exemplar of all the expectations of a Director
- Understand what is required of a Chairman
- Ensure the Board deals with the right matters and gets the right information
- Lead the Board in its compliance and performance responsibilities

Relationship with other Directors

- Be an appropriate role model for other Directors
- Support, encourage, engage and seek input from other Directors
- Have the support of other Directors

Public profile

- Act as SAL's public spokesperson on matters appropriate to and agreed by the Board
- Benefit SAL through personal and professional contacts
- Enhance SAL's public image and be seen as a leader in our sport
- Reflect the views of SAL and the Board, not personal views

Relationship with the CEO

- Have a positive working relationship with the CEO
- Work with CEO to set the Board agenda
- Act as a sounding-board and mentor for the CEO



- Demonstrate public support for the CEO
- Lead an effective process for the performance evaluation of the CEO
- Where necessary, provide constructive feedback to the CEO
- Dedicate sufficient time to the role of Chairman
- Be available to other Directors and CEO outside meetings

Meeting Management

- Check and ensure the timely distribution of meeting agendas, papers and minutes
- Manage Board meetings efficiently, effectively and in accordance with the agenda
- Encourage wider, deeper discussion of important issues and bring minor matters to an early close
- Differentiate between management and governance functions
- Ensure clarity in decision making and that meeting outcomes are understood