

FOOTBALL QUEENSLAND WIDE BAY



DIRECTORS CODE OF CONDUCT and BOARD GOVERNANCE

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1. DIRECTOR RESPONSIBILITIES

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

As a Director of FQWB Wide Bay (FQWB), Directors shall:

1. Act honestly, ethically 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. Not disclose to any other person confidential information other than as agreed by the Board or as required under law.
5. 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.
6. Abide by Board decisions once reached notwithstanding a Director's right to pursue a review or reversal of a Board decision.
7. Not do anything that in any way denigrates FQWB or harms its public image.

The Board shall:

1. Make every reasonable effort to ensure that FQWB does not raise community, supplier or stakeholder expectations that cannot be fulfilled.
2. Meet its responsibility to ensure that all staff employed by FQWB 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.
3. Regularly review its own performance as the basis for its own development.
4. Carry out its meetings in such a manner as to ensure fair and full participation of all Directors.
5. Ensure that FQWB's assets are reasonably protected.
6. Make sure that FQWB can pay its debts on time and that proper records are kept.
7. Act in FQWB's best interests and not the interests of individual Directors.
8. Undertake to eliminate where possible, or else minimise, the element of risk associated with the exposure of FQWB to factors such as mismanagement, fraud, theft, improper business dealings and unlawful industrial relations activities, and to themselves personally in their actions, decisions and the decision making processes.

The Board will actively pursue and implement the objectives of FQWB constitution:

2. CONFLICT OF INTERESTS

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 FQWB;



- When a Director offers a professional service to FQWB; and/or
 - 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 FQWB, must be declared and registered in the Register of Interest and/or at a Board Meeting.
 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 FQWB, 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.

3. CONFIDENTIALITY

Directors shall maintain the confidentiality of matters relating to the strategic governance and management of FQWB.

Confidentiality extends to information, documents and decisions:

- the disclosure of which would or could be prejudicial to the interest of FQWB;
- which the Directors deem to be confidential; and
- received by FQWB in confidence.

Directors will maintain the confidence of any confidential information with which they become aware of or have access to during their terms as Directors of FQWB and agree to prevent its disclosure to or use by an unauthorised person or company. They will not use any confidential information for any purpose other than for the benefit of FQWB, as authorised by the Board and return any and all confidential information at the request of the Board.

Directors' obligations of confidentiality are subject to any disclosure required by the law or continued maintenance of legal professional privilege under legislation.

4. GIFTS AND GRATUITIES

Directors will promptly declare to a meeting of the Board any gift or gratuity over \$100 offered to them in their capacity as Directors. They will abide by the decision of the Board as to the best way to dispose of these gifts or gratuities.

Gifts or gratuities do not include:

- an honorarium voted on by partners in a general meeting;
- reasonable food and refreshment offered by a supplier for the purpose of promoting the supplier's related products and services that are acceptable to the Board;
- reasonable out of pocket expenses incurred in the execution of FQWB duties and paid under a current resolution of the Board;
- reasonable cost of meals and drinks during official Board meetings;
- clothing promoting the corporate image of FQWB;
- reasonable cost of attendance at FQWB meetings and other industry meetings, including the reasonable cost of meals, travel and accommodation;
- reasonable cost of attendance to formal functions to represent FQWB eg FQ and FQQ events;
- reasonable cost associated with the attendance of spouses to official functions, where such attendance is expected or required and approved by the Board; and
- reasonable cost of and incidental to conducting fact finding and information tours by Directors, which are approved by the Board.

5. MONITORING GENERAL MANAGER'S PERFORMANCE

The General Manager's performance will be monitored and assessed by the Board against achievement of the position description and performance measures provided by Football Queensland.

The Board will provide regular performance feedback to the General Manager and Football Queensland.

6. BOARD COMMITTEES AND WORKING GROUPS

The Board may establish committees and working groups only to support it in its own work as deemed necessary.

1. Committees and working groups may have Terms of Reference clearly defining their role, procedures and functions and the boundaries of their authority.
2. A decision of a Board committee or working group exercising delegated authority is a decision of the Board.
3. Committees and working groups may co-opt outside members (on a voluntary basis) from time to time in order to bring additional skills, experience or networks. Board approval is required for any engagement of services.
4. Committees and working groups cannot exercise authority over staff nor shall they delegate tasks to any staff unless delegated by the Board.
5. Unless explicitly empowered by the full Board, committees or working groups cannot make binding Board decisions or speak for the Board. For the most part the function of committees and working groups, in fulfilling their role, is to make recommendations to the Board.

7. RENUMERATION OF DIRECTORS

In accordance with 10.18 of the constitution:

1. Directors are not paid for services as a Director.
2. With the approval of the Board, Directors may be:
 - a. paid by FQWB for services rendered to it; and
 - b. reimbursed by FQWB for reasonable travelling, accommodation and other expenses when:
 - i. travelling to or from meetings of the Directors, a Committee or the Company; or
 - ii. otherwise engaged on the affairs of the Company.

In relation to point 2(b)(i and ii) unless specifically approved by the Board, Directors will not be reimbursed for

- any expenses incurred in travelling to or from meetings or of the Directors, Committees or Working Groups; and
- any expenses involved in fulfilling their role as a Director meetings or of the Directors, Committees or Working Groups.

8. MEDIA

FQWB will openly discuss matters of interest with the media unless contravenes obligations of confidentiality or privacy or could infringe other laws or regulations that govern its operations.

Official Media Spokesperson

The Chairperson is the official spokespersons on FQWB activities but can delegate responsibility to other Board members or employees.

FQWB Directors and employees should support Board Decisions and should refrain from using the media to make negative person reflections on each other or comments that could be interpreted as such and which are reasonably likely to undermine public confidence in FQWB.

The General Manager in consultation with the Chairperson is responsible for co-ordinating and distributing media releases, articles, columns and newsletters on behalf of the Chair or the Board.

Media Enquiries

All calls or email enquiries from the media on any issue should first be referred to the Chairperson. If they are not available, the enquiry should be forwarded to the Deputy Chairperson.

All Media enquiries are to be dealt with promptly.

Media organisations and their representatives will be treated equally and without bias.

9. DELEGATIONS

In accordance with s12.10 of the constitution the Board may delegate any of their powers to one or more Directors. Directors may sub-delegate these powers to persons or Committees (subject to any limitations to sub-delegations by the Board).

Delegates must:

1. only commit FQWB to reasonably foreseeable expenditure up to their delegated financial limit.

2. will not significantly exercise any delegated power in relation to a matter which, to the delegate's knowledge significantly adversely affects, or is likely to adversely affect, FQWB's relations with the members and the public at large.
3. will not exercise any delegated power to overturn, override or significantly vary a decision in relation to a matter which has already been the subject of a resolution or other decision of the Board.
4. will not exercise any delegated power in a manner, or which has the foreseeable effect, of being contrary to an adopted Board policy or procedure.
5. will only exercise a delegated power in accordance with any directions and delegation of the Board.

10. FINANCIAL RECORD KEEPING

As a Director, the law makes you personally responsible for keeping proper FQWB records.

You must see that the FQWB keeps up-to-date financial records that:

- correctly record and explain its transactions (including any transactions as a trustee), and
- explain the FQWB's financial position and performance.

All companies must have financial records so that:

- true and fair financial statements of the FQWB can be prepared if needed
- financial statements can be conveniently and properly audited if necessary, and
- the FQWB can obey the tax laws.

Public companies, even non-profit public companies, must prepare financial reports, have them audited and lodge them with ASIC.

Below are some of the basic financial records that the law may require a FQWB to keep:

- general ledger, recording all the FQWB's transactions and balances (revenues, expenses, assets, liabilities etc.) or summarising transactions and balances detailed in other records
- cash records - e.g. bank statements, deposit books, cheque butts, petty cash records
- debtor and sales records - e.g. a list of debtors and their balances, delivery dockets, invoices and statements issued, a list of all sales transactions
- creditor and purchases records - e.g. purchase orders, invoices and statements received and paid, unpaid invoices, a list of all purchases, a list of all creditors and their balances
- wages and superannuation records
- a register of property, plant and equipment showing transactions and balances in relation to individual items
- inventory records
- investment records, e.g. contract notes, dividend or interest notices, certificates
- tax returns and calculations, e.g. income tax, group tax, fringe benefits tax and GST returns and statements
- deeds, contracts and agreements.



11. SOLVENCY

Directors must ensure that FQWB is able to pay all of its debts as and when they become due for payment. FQWB is 'insolvent' if it cannot pay all of its debts as they become due and payable.

By law, Directors must prevent FQWB from incurring a debt when it is insolvent or about to become so. This means Director must consider whether there are reasonable grounds to believe that FQWB will be able to pay a new debt when it becomes due, as well as pay all the other debts.

Directors may expose themselves to criminal prosecution, substantial fines or to action by a liquidator or creditors of the FQWB or ASIC to recover amounts lost by creditors due to Directors actions.

12. DECLARATION OF ACCEPTANCE

I, _____ (Name of Director), as a Director of Football Queensland Wide Bay Ltd declare that I have read and understood FQWB Directors Code of Conduct and Board Governance, as outlined above, and agree to abide by its provisions during my term of office on Board.

(Signature)

(Date)