West Gippsland Football Netball Competition
Incorporated Board Charter

Board Charter

West Gippsland Football Netball Competition Incorporated (WGFNC) was established on April 2025 to promote Australian Rules Football of the AFL within our region, Victoria, and Australia. All shares in the Company are held by affiliates within the West Gippsland Region, these being the Leagues, clubs and umpires' associations, with AFL Victoria managed by AFL (Australia Football League) and various AFL Victoria Regions, and Netball Associations (Controlled by Netball Victoria) throughout Victoria Australia.

Vision & Principles

Our Vision

"West Gippsland Football Netball Competition Incorporated seeks to exclusively strengthen, develop and expand its existing football competitions, to a level where our game is the preferred sport of choice within our Region and Communities"

Our Principles

Values statements that inform the Board on what we should undertake and do: -

Work with our stakeholders to provide satisfactory outcomes and solutions in a timely and professional manner.

Provide strategic direction and processes for stakeholders.

Undertake fair, balanced, and considered decision processes, where we are fully accountable for those processes.

Undertake to be honest and transparent in all our dealings with our stakeholders and communities.

Through our behaviors, uphold the integrity of the West Gippsland Football Netball Competition Incorporated.

We will gain and establish mutual respect with stakeholders, and display energy and passion in delivering the West Gippsland Football Netball Competition Incorporated values within our Region.

West Gippsland Football Netball Competition Incorporated's vision is to develop Football and Netball (Men's Women's and Youth) as a leading brand through relevant products to promote and enable everyone to support the West Gippsland Football Netball Competition Incorporated whilst encouraging them to live an active and healthy lifestyle.

West Gippsland Football Netball Competition Incorporated Board Charter

West Gippsland Football Netball Competition Incorporated's mission is to develop, distribute, and promote high-quality and safe football and netball within our region.

West Gippsland Football Netball Competition Incorporated's core values are:

- West Gippsland Football Netball Competition Incorporated Customer Focus
- Integrity
- Excellence
- Working Together – Strong Business Ethnic
- Child Safety
- Develop and Expand the Competitions
- Financially Stable and Viable

As the West Gippsland Football Netball Competition Incorporated company, is 'to work from a base of respectful, providing a safe child-friendly and strong values to provide opportunities for all people to grow in body, mind and spirit'. West Gippsland Football Netball Competition Incorporated core values expressed as follows.

We value:

- The whole person, consisting of a body, a mind, and a spirit, each of which is of equal importance
- The dignity and intrinsic worth of all people regardless of age, gender, ethnicity, belief or other difference
- The diversity of people, communities and nations
- Equality of opportunity and justice for all people
- Healthy communities based on relationships between people that are characterised by love, understanding, and mutual respect
- Acceptance of personal responsibility.
- Child Safe environment (Under a Child Safety Policy/Act) operated by Board, League, and Clubs alike.

These values may be translated into four operational values: honesty, respect, caring, safe environment, and responsibility.

The West Gippsland Football Netball Competition Incorporated Board works to promote and maintain an environment and culture wherein the Company's vision, mission, and values are the central reference point and source of motivation for all business activities and for all Company staff and board directors.

1.0 Purpose and Role

The control and direction of West Gippsland Football Netball Competition Incorporated, and the management of its property and affairs, is vested in the Board. The Board is responsible for:

a. Charting the Company's direction, strategies, and financial objectives, and for monitoring implementation and achievement of the same.

b. Monitoring compliance with legislative and regulatory requirements, ethical standards, external commitments, and the implementation of related policies.

c. Appointing, reviewing, and replacing the General Manager/Operations Manager (from Time to Time).

In performing the above responsibilities, the Board is to always act:

a. In a manner that recognises the central importance the Company places on its values and reputation and, more generally, the West Gippsland Football Netball Competition Incorporated brand and the reputation of the Australian Football and Netball Movements.

b. In accordance with the duties and obligations imposed upon it by the law, the Company's Constitution and its Licensing Agreement with West Gippsland Football Netball Competition Incorporated.

c. With due regard to the importance of West Gippsland Football Netball Competition Incorporated relationships with all its shareholders, stakeholders, suppliers, customers, and the communities and contexts in which it operates.

2.0 Powers

In addition to matters expressly required by law to be approved by the Board, the powers specifically reserved for the Board are:

a. The appointment of the General/Operations Manager and determination of related employment terms and conditions including remuneration and bonuses.

b. The monitoring and assessment of the General/Operations Managers performance in implementing and achieving the strategies, budgets and policies approved by it.

c. The setting of criteria for, and evaluation at least annually of, the performance of the General/Operations Manager.

d. The appointment of the Company Secretary and director appointees to provide specialist expertise or to fill a casual vacancy.

e. Approval of:

   i. Strategic plans, annual budgets, policies and significant changes to organisational structure.

   ii. The acquisition, establishment, disposal or cessation of any significant business or assets.

iii. Remuneration for direct reports to the General/Operations Manager (excluding administrative roles).

iv. Changes to the discretions delegated from the Board.

f. Any matters more than any discretions that it may have delegated from time to time to the General/Operations Manager and senior management, including in relation to credit transactions and expenditure.

g. Executive succession planning (for the General/Operations Managers role in particular) and approval of funding allocations for executive professional development activities.

h. The election of the Chairperson from within the Board membership, and determination of the period for which she/he will hold office.

i. The election of the Deputy Chair from within the Board membership, and determination of the period for which she/he will hold office.

3.0 Membership

The League's Constitution prescribes the composition of the Board of Directors:

a. The Board of Directors of the West Gippsland Football Netball Competition Incorporated shall have the right to nominate and appoint two (2) directors ('West Gippsland Football Netball Competition Incorporated).

b. The General/Operations Manager (from time to time) of the West Gippsland Football Netball Competition Incorporated shall have the right to be appointed as director of the Company ('West Gippsland Football Netball Competition Incorporated General/Operations Manager').

c. The Board of Directors of the Company shall have the right to nominate and appoint not more than three (3) directors from time to time ('Directors' Nominees') (the intention being that the directors of the Company other than the Directors' Nominees can appoint a maximum of three additional directors).

d. The Company in general meeting shall have the right to appoint not more than three (3) directors ('Shareholder Electees') from time to time.

e. The directors shall have power at any time and from time to time to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors provided that the total number and composition of directors is in accordance with the constitution. Any director so appointed shall hold office only as per the relevant clause in the constitution until the next annual meeting and shall be eligible for re-appointment in accordance with the constitution.

4.0 Meetings

a. The Board must hold a minimum of 6 meetings per year, plus an annual general meeting per annum.

b. Board and committee meeting papers are to be distributed not less than 5 days prior to each meeting.

c. Draft Board and committee meeting minutes are to be prepared by the General/Operations Manager (Company Secretary) within 10 days for review by the Board or Committee Chair. Thereafter, these are to be tabled at the next Board or committee meeting for final review and approval.

d. The Chairperson presides as chair of all Board meetings at which s/he is present. If not present within fifteen minutes of the scheduled starting time, those directors present are to choose a meeting chair.

5.0 Conflict of Interest

a. Directors must be free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with their ability to act in the best interests of the organisation.

b. Directors must declare any conflicts of interest either at the start of a Board or committee meeting or when a relevant issue arises. The nature of the conflict of interest must be documented in the meeting minutes.

c. A director who considers another director has an undeclared conflict of interest must publicly question or otherwise specify in writing the basis of the perceived conflict.

d. Where a conflict or potential conflict of interest is identified, the director concerned must leave the meeting before the item is discussed. The director will not vote on that issue, nor initiate or take part in any Board discussion related to it (either in the meeting or with other directors before or after), unless expressly invited to do so on the unanimous agreement of all other directors present at the meeting.

6.0 Chief Executive Officer Responsibilities

The roles of the General/Operations Manager and Chairperson are clearly separated.

The General/Operations Manager is responsible for leading the development and execution of the Company's long-term strategy with a view to creating shareholder value. The General/Operations Manager is also responsible for all day-to-day management decisions and for implementing the Leagues long- and short-term plans.

More specifically, the duties and responsibilities of the General/Operations Manager are to:

a. Lead the development of the League's strategy in conjunction with the Board, and to lead and oversee the implementation of long- and short-term plans in accordance with this.

b. Ensure the Company is appropriately organised and staffed.

c. Ensure that expenditures of the Competition are within authorised annual budgets.

d. Assess the principal risks of the Competition and ensure these risks are monitored and managed.

e. Ensure effective internal controls and management information systems are in place.

f. Ensure the League's systems enable it to conduct its activities both lawfully and ethically.

g. Keep abreast of all material undertakings and activities of the Company, and all material external factors affecting the League, and ensure that appropriate processes and systems are in place and the Board is adequately informed.

h. Ensure that the Board is provided with sufficient information to form appropriate judgments.

i. Abide by internally established control systems and authorities, to lead by personal example and encourage all staff (including contracted staff and volunteers) to conduct their activities in accordance with all applicable laws and the League's standards and policies.

7.0 Chairperson Responsibilities

The Chairperson's role is to assure the integrity of the Board's processes, provide leadership to the Board and wise counsel but not direction to the General/Operations Manager, and represent the Board to outside parties as appropriate. The Chairperson is also responsible for ensuring that:

a. The Board's actions and behaviour are consistent with legislative and regulatory requirements, other external requirements (relating, for example, to AFL Victoria) and its own expectations and rules, and that directors have appropriate opportunity to keep adequately informed of the League's business and activities, and to determine if its business practices are safe and proper.

b. The Board does not intrude on the General/Operations Manager's role and responsibilities.

c. Under-performing directors are appropriately counselled in accordance with the director standards outlined in 9.0 below.

8.0 Deputy Chair Responsibilities

The role of the Deputy Chair is to deputise for the Chairperson at Board meetings and actively support the Chairperson in his/her role. The Deputy Chair:

a. Will ordinarily be the Board's first preference to assume the chair in meetings where the Chairperson is absent or delayed, or in any circumstance where the Chairperson has a conflict or perceived conflict of interest.

b. Is a sounding board for the Chairperson.

c. May act as an intermediary for other directors to raise issues, concerns or observations.

d. May be delegated by mutual agreement to share some of the Chairperson's workload and to represent the Company.

e. Has an important monitoring role to ensure there is a clear division of responsibility between the Chairperson and the General/Operations Manager.

f. Leads the directors in an annual performance evaluation of the Chairperson, including his/her leadership of the Board and working relationship with the General/Operations Manager.

g. Is not the Chairperson's identified successor.

9.0 Board Director Responsibilities

a. The composition of the Board must be conducive to making appropriate decisions expeditiously, with the benefit of a variety of perspectives and skills, and in the best interests of West Gippsland Football Netball Competition Incorporated.

b. In addition to lending technical/professional capability to Board dialogue and decision-making, all directors are expected to adhere to the following director standards:

S1	To take personal responsibility for contributing impartially to Board decisions with no thought given to personal gain.
S2	To actively seek adequate knowledge about the League's business activities and practices.
S3	To provide positive input into the development of Competition policy.
S4	To provide strong support for the League's long-term strategies and financial viability.
S5	To prepare well for Board meetings and decisions, and to insist on sufficient information to enable informed debate and decision making.
S6	To perform responsibilities/assignments delegated by the Board or personally volunteered for in a professional and timely manner.
S7	To identify and state personal positions on controversial matters to better enable the Board to make informed decisions for the League's betterment.
S8	To devote sufficient time to the duties of a director/board member.
S9	To uphold high ethical standards.
S10	To tender a resignation if unable to uphold any of the above standards.

10.00 Board Evaluation

The Board must evaluate its performance annually to maintain and strengthen a proactive and effective strategic orientation. The Board will determine the method of evaluation bearing in mind good practice.

11.0 Charter Review

The Board must review this Board Charter annually.

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Version History

Version	Date	Description of changes	Author	Effective Date
V1				
V2		Revision (Chairperson/Deputy Chair election and Deputy Chair role).		

Approved by

Signature (Board Chair) **Date**

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Signature (General/Operations Manager) **Date**