



BASEBALL VICTORIA BOARD CHARTER

1. INTRODUCTION

The Board Charter is a charter of the Board of Directors (Board) of Baseball Victoria Incorporated (Association) and its wholly affiliated members (Members). This charter sets out the role, structure, responsibilities and operation of the Board. The Board is accountable to Members for the corporate governance and performance of the Association.

2. ROLE OF THE BOARD

The role of the Board is to represent the Members and to promote and protect the interests of the Association by:

- a) guiding and monitoring its businesses and affairs. It does so by collectively overseeing and appraising the strategies, major policies, processes and performance of the Association using due care and diligence and ensuring that its long term reputation and sustainability is assured;
- b) undertaking to serve the interests of Members, employees, customers and the broader community with honesty and integrity;
- c) acting in good faith and in the best interests of the Association as a whole, irrespective of if Director has any association with a Member;
- d) committing to collective decision making processes of the Board. Individual Directors will always respect the contributions of other Directors and strive to understand their perspectives and contributions to Board debate. Directors will debate issues openly and constructively and be free to question or challenge the opinions presented at meetings. Directors will bring to bear their relevant skills, knowledge, experience and perspective on all discussions relating to the Association;
- e) ensuring that each Director's independence is paramount. Directors will not misuse their position on the Board or use information available to them as Board members to advance their personal interests or represent particular constituencies; and
- f) requiring Directors to inform the Board of any conflicts or potential conflicts of interest that they may have in relation to particular items of business. Directors must absent themselves from any discussion or decision on such matters. Where a conflict of interest or potential conflict is not identified by the Director, the Chair of the Board or Board Committee (or other Directors) must call the matter to the attention of the Director.

3. STRUCTURE AND COMPOSITION

The structure and composition of the Board, pursuant to the Constitution, has been determined as follows:

- a) the Board shall comprise of at least five, but no more than seven Directors, comprising:
 - a. the Chairman;
 - b. the Deputy Chairman
 - c. up to five Directors appointed by the Chairman, and Deputy Chairman.
- b) the Directors must elect one of their number as Chairman and another as Deputy Chairman. The Chairman is the President of the Board and the Deputy Chairman is the Deputy President. The terms Chairman and President should be viewed as interchangeable;
- c) the Directors must each hold at least a Non-Playing Membership with the Association and cannot be employees of the Association or any of the Members; and
- d) each Director, shall hold office for three years but is eligible for re-appointments subject to having the required qualifications and complying with the job description.

4. RESPONSIBILITIES OF THE BOARD

The Board has reserved to itself the following responsibilities for the governance of the Association:

- a) appointing and removing the CEO, approving the CEO's Service Agreement, monitoring the CEO's performance objectives and any termination payments made to the CEO which are in excess of those set out in his or her Service Agreement;
- b) appointing and removing the Company Secretary;
- c) reviewing the short list of acceptable candidates for the position of CEO or casual vacancy on the Board, and approving the appointment;
- d) with the input of management and the CEO, setting the Association's strategic direction, monitoring management's implementation of that strategy and reviewing management's performance against the strategic goals set;
- e) monitoring the integrity of and approving the Association's annual statutory financial reports and statements, annual budgets, long term strategic goals, business plans, annual advocacy plans, and any significant changes to key policies;
- f) reviewing any matters pertaining to the appointment, termination or replacement of the external auditors, for approval by Members;
- g) setting specific limits of authority for the CEO to commit to new expenditure, entering contracts or acquiring businesses without Board approval;
- h) approving acquisitions and disposals of businesses and investments above delegated limits of authority;
- i) approving the Investment Policy Statement on a triennial basis;
- j) reviewing any amendments to the Constitution, for approval by Members;
- k) approving rules that are consistent with the Constitution for, or about, the conduct

- of the Appointment of Directors and any dates relating to the election of Directors, as required by the Constitution;
- l) determining the dates that the Register of Members is closed for the purposes of the annual general meeting and the Appointment of Directors;
 - m) reviewing any proposals by management that have significant implications for the Association or have significantly different direction than previously approved advocacy positions; and
 - n) appointing such Committees of the Board as may be appropriate to assist in the discharge of its responsibilities, determining their scope, objectives and membership.

In discharging these responsibilities, Directors are bound by the Incorporations Act, the Constitution and all charters, policies and codes of conduct in force from time to time, including but not limited to: Board Charter and all Board Committee charters; Directors' Code of Conduct; Directors' Expenditure Policy.

The Board's responsibilities are collegiate and once decisions are made, Directors must not publicly advocate policies contrary to established Board decisions.

The Board delegates to the CEO responsibility for implementing the strategic direction, and managing the day-to-day operations of the Association, including exercising any of the powers, functions and discretions given to, or exercisable by, the Board under the Constitution in any way connected to the rights and obligations of any member or class of member, the administration of membership generally or the provision of services (as defined in the Constitution) to Members.

The Board and Directors relate to the staff of the organisation primarily through the CEO and contact between staff and Directors is coordinated through the office of the CEO.

Subject to the limitations imposed by the Constitution, statute and other external regulation, the Board remains free to alter the matters reserved for its decision.

5. ROLE OF THE PRESIDENT

The responsibilities of the President are set out in the President's Letter of Appointment and are principally to:

- a) liaise with the CEO and the Company Secretary to ensure that new Board members receive the appropriate orientation and induction and have access to information on all aspects of the Association's operations;
- b) establish the agenda for Board meetings in consultation with the CEO and the Company Secretary;
- c) act as the main point of contact and communication between the Board and the CEO, ensuring that the Board's views are communicated clearly and accurately;
- d) act as counsellor and mentor to the CEO;
- e) represent and promote the Association's policies in external meetings with the public, governments or other bodies, as authorised or requested by the Board;

- f) protect the Association's policy of non-alignment with any political party;
- g) preside over Board and General or Special Meetings of the Association. The President has the task of making sure the Board is well informed and effective, that the Directors, individually and as a group, have the opportunity to air differences, explore ideas and generate the collective views and wisdom necessary for the proper operation and governance of the Board and the Association;
- h) set a standard for Board members in terms of attendance at meetings and prior familiarity with Board Papers distributed and issues to be raised;
- i) ensure that the meetings are conducted professionally, competently, ethically and in an open fashion consistent with a transparent culture, as well as providing effective leadership in formulating the strategic direction of the Association; and
- j) ensure that Members' Meetings are conducted efficiently and effectively and that the Members have adequate opportunity to air their views and obtain answers to their queries.

6. REVIEW OF PERFORMANCE

The Board will conduct, on a regular basis, a comprehensive review of its performance as a Board. The method and extent of that review is for the Board to determine from time to time. The review of the President's performance will be conducted in accordance with the terms set out in the President's Letter of Appointment, signed by the President.

7. REWARD AND EVALUATION

The Board will not accept or be offered remuneration for their duty as a Director of the Association.

The Board will ensure that the performance requirements of the CEO are linked to the achievement of the Association's objectives and that the systems of evaluation for the performance and remuneration of the CEO is based on agreed criteria determined by the Board from time to time.

The President will lead the annual performance evaluation of the CEO and the Directors on behalf of the Board.

8. REVIEW OF CHARTERS

The Board is responsible for the regular review of this charter and the charters of all Board Committees to ensure that they remain consistent with the Board's objectives and responsibilities and are in keeping with relevant standards of good corporate governance.