



Cockburn Basketball Association – Board Charter – March 2021

1. Purpose

The Board of Cockburn Basketball Association (**CBA**) guides, assists, and supports management to achieve the Association's purpose and objectives as outlined in the CBA's constitution. This includes generating and ensuring delivery of a strategy for sustainable growth that benefits all stakeholders.

The CBA Board (**the Board**) is committed to a culture of acting lawfully, ethically, and responsibly, while also providing employees with a safe and rewarding working environment. It will consider its responsibilities to members, customers, the broader community, and internal stakeholders.

This Charter outlines the roles and responsibilities of the Board, the matters expressly reserved to the Board and those delegated to management, and the Board's composition and operations.

The Charter should be read in conjunction with:

The CBA Constitution 2020 (**Constitution**), especially Part 5 - Board

CBA Board Code of Conduct

CBA Finance Policy

2. Composition

2.1 Membership & Independence

- a) Refer constitution Item 30 to 35 for board composition and position descriptions including Executive Directors being President, Vice President and Director of finance, collectively referred to as 'the Executive'.
- b) The Board will consider and assess each Director's independence on appointment and at least annually, in accordance with the Directors' Independence Guidelines approved by the Board, which includes declaring potential conflicts of interest.
- c) Board meeting discussions must be kept in confidence. Outcomes of board meetings that are published, such as documented policies and procedures, must be supported in public by the board.

2.2 Meetings

- a) Refer constitution item 45 to 52 for board meetings and procedural matters.
- b) Board members must commit to preparing for meetings and discussion, stay focussed on board agenda items and responsibilities within the parameters of the constitution, strategic plan and this charter.



- c) The Chair being the President or Vice President (in the President's absence) is responsible for:
- Leading the Board including facilitating effective discussions at Board meetings;
 - Liaising with the CEO as the primary link between the Board and management; and
 - Overseeing the processes to evaluate the performance of the Board, its Committees and individual Directors.
- d) The Executive as a collective should meet regularly and work collaboratively to ensure:
- The Association's approved strategy is followed by the CEO, management team / staff and relevant stakeholders;
 - Adopted policies and procedures are regularly reviewed, relevant and being followed;
 - Matters critical to the Association's sustainability and success are identified and brought to the attention of the Board;
 - Good corporate governance is in place; and
 - The Association's values are front of mind.

2.3 Board Committees

The Board may appoint Sub-Committees or working groups to assist in the discharge of its responsibilities (as per the CBA constitution). They make recommendations for action to the full Board, who retain collective responsibility for decision making. Any specific delegations will be detailed in the relevant Committee or Working Group's Terms of Reference.

The standing Board Committees are:

- Stadium redevelopment Committee
- Life member Committee.
- 50th Anniversary Committee.

3. Access and independent advice

- a) The Board has authority to conduct or direct investigations into any matters within its responsibilities. The Board (via the President) will have access to management for the purpose of seeking explanations and additional information. The Board may obtain external independent legal or professional advice to assist it with any investigation or to carry out its duties.
- b) Directors may seek independent professional advice at the Association's expense relating to their role as a director of CBA, subject to prior written approval by the President.



4. Responsibilities of the Board

The Board is responsible for the overall operation and stewardship of CBA and has reserved the following matters and is responsible for:

a) Strategy

- Providing input into, and approval of, the CBA's strategic plan.
- Directing, monitoring and assessing the CBA's performance against the strategic plan.
- Approving and monitoring operating budgets and capital management including major capital expenditure, acquisitions and divestments.

b) Risk Management

- Ensuring a process is in place to identify the principal financial and non-financial risks of the CBA's business and setting the risk appetite within which management is expected to operate.
- Assessing the integrity of the Group's systems of risk management, legal compliance, and internal control.

c) Reporting and Disclosure

- Approving financial and other external reporting to shareholders and other stakeholders.
- Appointing the external auditor.
- Overseeing the integrity of financial and corporate reporting systems and the external audit.

d) Management

- Appointment and terms of engagement of the CEO.
- Ensuring that remuneration and conditions of service of the CEO are aligned with the Association's purpose, values, strategic objectives, and risk appetite.
- Ensuring that a process is in place for executive succession planning and monitoring that process.
- When required, challenging management, and holding it to account.



e) Performance

- Evaluating the CEO's performance.
- Undertaking an annual performance evaluation of the Board, its committees, and individual directors.
- Establishing and reviewing succession plans for Board membership.

f) Corporate Governance

- Establishing appropriate standards and encouraging an ethical, responsible, and lawful culture and compliance with the CBA's governing documents, including CBA's values, and approving the Code of Conduct.
- Monitoring the effectiveness of the Association's corporate governance practices and compliance with related policies.

5. Delegation of Authority to Management

- The Board through this Charter, subject to certain exceptions and financial limitations, delegates authority to the CEO for the management of the CBA.
- The Role of the CEO is detailed in the Position Description.
- The CEO is authorised to make any lawful decision and take any action within the limitations prescribed in this Charter directed at achieving the strategic objectives of the organisation.
- To ensure the maintenance of appropriate controls in the management of the organisation, the CEO is formally delegated by the Board to authorise all expenditure as approved in the budget, subject to the CBA Finance Policy.
- In accordance with the Board's Risk Management Policy, the Board delegates to Management the responsibility for undertaking risk reviews and the design and implementation of appropriate risk management systems.

6. Review of Charter

The Board will review this Charter annually to ensure that it remains consistent with the needs of the Association and the objectives and responsibilities of the Board.

7. Implementation

This Board Charter is effective from 24 March 2021.



8. Revision History

Version	Date Approved	Amendments
V01	24/03/2021	

This Charter will be reviewed by the Board in September 2022