

ENDORSED: BA BOARD MEETING 11 DECEMBER 2013



Basketball Australia Board Charter

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BA BOARD CHARTER

1 Introduction

Basketball Australia (BA) values a collaborative approach to the development of the game in Australia. This collaboration involves State Associations, Leagues, sponsors, service providers as well as the Board. As part of that collaborative effort, BA is committed to being transparent about how it operates and fulfils its role.

This document outlines BA's governance policy in the form of a Board Charter. The purpose of this Board Charter is to clearly define the respective roles, responsibilities and authorities of the Board of Directors (both individually and collectively) and management in setting the direction, the management and the control of the organisation.

This Board Charter is a living document. The Charter will be regularly reviewed and updated to reflect changes in the environment within which BA operates, and amendments and developments in Board policies and procedures. It is the responsibility of the BA Chair to ensure that the Board is consulted regarding any changes and updates, that the Board Charter is kept current and is reviewed and amended on a yearly basis, and that all Directors are provided with the latest versions of the Board Charter.

This document should be read in conjunction with the BA Constitution, and it should not conflict with the Constitution in any way. If such a conflict occurs, the Constitution shall prevail. A copy of the Constitution is contained in Appendix 1.

Any reference to gender in this Charter should be interpreted as applicable to both males and females.

PART A – DEFINING GOVERNANCE ROLES

2 Role of the Board

The Board is the governing body of BA. The Board derives its authority from the process of election to the Board by Members of the Company and appointment to the Board by directors as provided for in the Company Constitution. The Board upholds the Company Constitution.

The Board's primary roles are:

1. To set the strategic objectives of the Company,
2. To approve the annual budget for the Company,
3. To determine the risk appetite of the Company and ensure appropriate risk management strategies are in place, and
4. To ensure the Company is meeting its legislative and regulatory obligations, including the Mandatory Governance Principles as set by the Australian Sports Commission.

BA is accountable to its Members through the Board and is governed by its Constitution. The Board exercises governance through its Governance and Delegations Policies and other By-Laws. Operational decisions regarding organisational functions are the responsibility of the CEO in accordance with the appropriate delegated authority.

The role of the Board in BA is to:

1. Consolidate and enable long term success through appropriate and timely strategic thinking, planning and priority setting in line with the organisation's Objects, consistent with the Vision and Mission, and Strategic Goals.
2. Seek to ensure delivery in accordance with the Objects and Strategic Goals by setting and monitoring appropriate KPIs.
3. Support and enable the CEO to lead and manage the organisation, and review his or her performance.
4. Provide for succession planning for the CEO and senior management of the Company.
4. Provide the top level oversight of the business on behalf of the stakeholders, members and in accordance with contractual or fiduciary obligations (governance, compliance, and reporting and risk management).
5. Oversight and high level participation in the stakeholder engagement plan to ensure effective and efficient stakeholder engagement.
6. Together with the CEO, set and model the organisational culture.
7. Understand and oversight of but not operate the business. Ensuring an appropriate top level policy framework exists and ratifying specific policies.
8. Acknowledging the complexity, seek timely, relevant and appropriate advice.
9. Enact the obligations of the Corporations Act and Constitution.
10. Review and continually improve collective and individual performance at Board level.

The Board has collective authority. Individual Board Directors have no authority unless specifically delegated and minuted by the Board. In this case they are enacting the collective authority of the Board not their own individual authority.

Each Board Director is personally liable for the proper governance of the Company and will be held accountable via the various duties and responsibilities imposed by law and by the Board. (See below).

In general Board Committees will have specific Terms of Reference which ensure the decision-making authority remains vested in the Board or as specifically delegated.

This Board Charter further details the roles, responsibilities and functioning of the Board and Committees. This Charter is reviewed annually as a part of the Board development process.

The Board conducts an annual review of its own performance and reports its findings to the Members, staff and key stakeholders.

3 Composition of the Board

3.1 Number of Directors

The composition of the Board is determined in accordance with BA's Constitution, which among other elements requires that:

1. The Board shall consist of no fewer than five, and no more than seven Directors, of whom five must be elected, and two may be appointed by the Board.
2. The Board shall elect one of the Directors to be Chair.

3.2 Election of Board Office Bearers

The election of the Board Chair and Secretary will occur as provided for in the BA Constitution.

3.3 Vacation of Office

A Director's position on the Board becomes vacant if any of the conditions outlined in the Constitution occur.

4 Directors Obligations

4.1 Legal responsibility of Directors

All Directors owe a 'duty of care' in accordance with Corporations Law.

This duty of care is summarised as follows:

1. A duty to act in good faith;
2. A duty not to gain advantage by improper use of their position;
3. A duty not to misuse information;
4. A duty to act with diligence and care; and
5. A duty not to trade while insolvent.

Included in a Director's 'duty of care', at all times should be 'fiduciary responsibility' which refers to trusteeship or stewardship. Directors have a trusteeship and stewardship responsibility on behalf of BA and other key stakeholders.

5 Role of Individual Directors

As Members of the Board, Directors share ultimate responsibility for BA's overall success.

Directors are expected to work together to carry out the following roles:

1. Help to ensure the highest standards of governance and leadership at BA at all times.
2. Assist in BA's strategic planning to ensure the leadership and growth of BA.
3. Be confident that at any time there are adequate resources available based on budget, or act to address it.
4. Help monitor the performance of BA, including developing and using realistic Key Performance Indicators (KPIs).
5. Listen to BA's members and key stakeholders, and work to ensure BA manages and responds to them appropriately, helping maintain positive working relations with stakeholders.
6. Assist in finding the next generation of BA Directors.
7. Be prepared for Board meetings or acknowledge at the commencement of meetings not having had the opportunity to prepare as well as desired.
8. Maintain BA's solidarity: be prepared to consider and debate matters within the confines of the Board, with informed and meaningful arguments, and to publicly support BA's ultimate decisions.
9. Perform their duties on an assigned sub-committee or Commission effectively (if relevant).

6 Conflict of Interest

6.1 Independence and Potential Conflict

The effective management of conflicts of interest is critical to minimise potential reputation or brand damage, and stress or damage to an individual, the Board or BA as a whole.

Having regard to these guidelines, the Board works on the assumption that a Director is effectively independent. He or she is not a member of Management and is free of any interest and any business or other relationship that could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of BA (which is the statutory obligation of each Director). The Board will assess the materiality of any given relationship that may affect independence on a case-by-case basis.

Each Director's independence is assessed by the Board on an individual basis, focusing on an assessment of each Director's capacity to bring independence of judgment to Board decisions. In this context, Directors are required to promptly disclose their interests in contracts and other directorships and offices held.

Identification of a potential conflict is paramount. A conflict may exist because:

1. Personal interests, particularly but not exclusively personal gain or the potential for personal gain.
2. Organisational interests, particularly but not exclusively where a Director may have to consider the same matter within a different organisational setting.

3. Other commitments or arrangements individuals have, within and outside BA or basketball in general.
4. Family interests.

It is possible for a Director to have a pre-existing potential conflict which is only recognised by the individual (and potentially by others) when a relevant matter is raised in a meeting or after a meeting. The key requirement is that the individual should notify the Chair as soon as he or she becomes aware of the conflict or potential conflict.

A guiding principle of the Board is that it is critical to manage not just a conflict of interest but also the perception that there is or may be a conflict of issue.

Accordingly, the ability for any or all of the Directors to raise the issue of conflict at any stage is encouraged.

On becoming aware of a conflict or potential conflict the Chair should invoke the Conflict of Interest Management Process.

6.2 Conflict of Interest Management Processes

BA manages conflict of interest through three key Conflict of Interest Management Processes, as follows:

Process 1:

The Chair will provide all members the opportunity at the start of each Board meeting to declare any conflict or raise any concerns regarding perceptions of conflict that have arisen or may arise in the course of tackling the agenda for that meeting.

This item is a standing Agenda item for each Board meeting.

Process 2:

On being advised of a potential conflict, the Chair acting on the advice of the Board then decides whether:

1. A conflict exists, and it is substantial enough to continue to worry about, and
2. Whether the Director needs to step out from the meeting / discussion, or whether the meeting/Board would benefit from the person remaining, and
3. Any other action needed.

Options include allowing the person with the conflict to remain in the meeting but not vote and also the option of remaining in the room, speaking on the issue but not voting. It may be enough that a conflict is declared and recorded, and that Director not speak or vote on the matter.

Whatever action is taken to manage the conflict needs to be included in the minutes or otherwise recorded clearly and transparently.

Process 3:

For ongoing matters where a Director has a standing conflict, the Chair should make appropriate arrangements with the Director and others to ensure there is no impact from the conflict.

This should be recorded in the minutes at each meeting.

If the discussion of a conflict of interest involves the Chair, then an Acting Chair needs to be appointed by the rest of the Board to manage the discussion.

PART B – BOARD FUNCTIONS

7 Underpinning Principles

The following two key principles underpin the functioning of the Board:

7.1 Board Authority

1. The Board has collective authority.
2. Individual Directors have no authority unless specifically delegated and minuted by the Board. In this case they are enacting the collective authority of the Board not their own individual authority.

7.2 One Employee Principle

1. The Board appoints a person to be Chief Executive Officer (CEO).
2. The CEO is the one employee of the Board.
3. The Board monitors the performance of and tasks the CEO.
4. The CEO monitors the performance of and tasks any and all other staff.
5. A staff member making a report to or otherwise assisting the Board is always doing so on behalf of the CEO.

8 Key Roles

8.1 Role of the Chair

The BA Board Chair role is a key one within BA. The Chair is considered the "lead" Director and utilises his/her experience, skills and leadership abilities to facilitate BA's governance processes and ensure the success of BA.

The role of the Chair is also to provide leadership and direction to the Board, Committees, Commissions and other committees as necessary and optimise the relationship between the Board, CEO, staff, stakeholders and Members.

8.2 Role of the Secretary

The BA Secretary is appointed by the Board in accordance with the Constitution, and is charged with facilitating BA's governance processes. The BA's Secretary holds primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively as well as compliance duties under the Corporations Act. The BA Secretary is accountable to the Board, through the Chair, on all governance matters and reports directly to the Chair.

This role is currently held by the Chief Operating Officer.

8.3 The Role of the CEO

The Chief Executive Officer is employed by and accountable to the Board to lead and manage all aspects of BA, including the organisation's planning, development, delivery and evaluation.

The CEO is managed by the Performance and Remuneration Committee of the Board in accordance with the policy described in this Charter. The following documents are the basis of the Board / CEO relationship:

1. CEO Position Description;
2. CEO Deed of Delegation; and
3. CEO Scorecard (including KPIs).

The CEO is accountable to the Board for:

1. Providing BA with the leadership and operational management that enable the achievement of the Vision, Mission and the Strategic Plan;
2. Represent to the highest standards at all times BA and its values with stakeholders, members, government and regulatory bodies, and the community;
3. The development and implementation of the organisation's policies;
4. Attract, recruit, lead and retain an appropriate Senior Executive Group (SEG) which is highly credible with, and effective developers of solutions for, the organisation, the Board and BA's key stakeholders;
5. Provide mentoring to the SEG;
6. Develop and maintain for BA an effective succession plan;
7. Drive the development, communication and implementation of innovative and effective strategies that deliver on the goals of the Strategic Plan;
8. Lead BA's efforts to be efficient & accountable with strong governance effective management;
9. Direct the development, implementation and compliance with key corporate policies, including policies regarding corporate governance, risk management, financial reporting as well as compliance with applicable legal and regulatory requirements; and
10. All other aspects of day to day operation.

8.4 CEO Monitoring and Evaluation

The CEO is the most senior employee of BA and, therefore, the Board should undertake regular performance monitoring of the CEO. This will culminate in a formal annual evaluation of the CEO.

CEO evaluation is undertaken by the Board Performance and Remuneration Committee with input from the full Board according to the process outlined in his or her Employment Agreement.

8.5 CEO Delegation of Authority

A deed of delegation from the Chair on behalf of the Board to the CEO should be compiled to enable the CEO to be clear on the standing accountabilities and delegations from the Board to enable him or her to work efficiently and effectively. They are a further means of enacting good governance, managing performance and enabling accountability.

Delegation of authority should be to the maximum practical level in order to allow the Chair and the Board to focus on strategic and leadership activities.

This document should be reviewed and updated annually as part of the Board's systematic governance.

8.6 Board Advice and Mentoring to CEO

A key duty of the Board collectively and Directors individually is to provide a sounding board for the CEO's ideas and challenges, and to act as a mentor to the CEO.

Recognising that the CEO-Board relationship is critical to effective governance, the Board should provide frank and honest advice to the CEO. It is expected that the Chair will play the leading part of this role and will maintain regular contact with the CEO.

8.7 Senior Executive Group

The Senior Executive Group (SEG) comprises the CEO and the General Managers, and the Executive Assistant.

The SEG meets as directed by the CEO and is responsible for assisting the CEO with the day to day management of BA, the coordination of BA activities, approving and compiling external reports and the effective management of knowledge and information across the organisation.

The SEG oversees the progress of the organisation and addresses emerging issues within BA.

The SEG makes recommendations to the CEO in order to achieve the Strategic Objectives for basketball, including:

1. Progress from an idea or concept to fully develop a business case / funding plan for a new program, activity or project, or for participation by BA in another organisation's activity or project;
2. Approving a business case / funding plan for a new program or project, or for participation by BA in another organisation's program or project; and
3. Approving a pilot or initial activity based on a business / funding plan for a new program, activity or project, or for participation by BA in another organisation's activity or project.

Members of the SEG briefing individual directors or the Board as a whole do so on behalf of the CEO and with the prior permission of the CEO.

9 Partnerships and Stakeholder Engagement

It is recognised that BA would not be able to operate successfully without effective partnerships.

BA's Partners include:

- State and Territory Basketball Associations
- Australian Sports Commission
- Australian Institute of Sport
- Players, including players' associations
- Participants and volunteers
- Leagues, including the Women's National Basketball League, the National Basketball League and SEABL
- Broadcasters and media

- Sponsors
- Service Providers
- Other sporting peak bodies
- FIBA

The Board is responsible for ensuring that these partnerships are established with the appropriate people and groups, and that they are well managed. From time to time, this may involve Directors or the CEO directly or it may be that others in committees or commissions do the work and the Board keeps track and oversees the work. The Chair and CEO will play a significant role in the relationship management of partnerships that the Board sees as particularly important.

10 Stakeholder Engagement

Optimising the strategic engagement with Members and stakeholders is the prime responsibility of the Chair and the CEO with the planned assistance of other individual Directors as required.

Working with stakeholders and managing the relationships, partnerships and networks on a day-to-day are the business of the CEO.

The CEO will develop and regularly report on implementation of a Stakeholder Engagement Plan with the aim of:

1. Developing and maintaining contacts in media and government
2. Documenting and disseminating information to key decision makers
3. Positioning and aligning BA with other similar bodies
4. Developing a good working knowledge of media and government.
5. Lobbying and public relations opportunities
6. Developing business networks and working to promote the reputation of BA are important ways for Members to add value to BA.

10.1 Communication with Media

The Chair of the Board is the only board member authorised to communicate directly with the media. In circumstances where other board members are asked to provide comment, they should refer the media representative to the Chair or the CEO.

The Chair and the CEO may agree to delegate responsibility for media comment to specific employees in relation to certain limited areas of BA activity, including the high performance program.

10.2 Communication with internal parties and non-media external parties

Communication with internal parties within BA (e.g. staff) should ordinarily be undertaken through the Chair or CEO. In relation to external parties other than the media, it is recognised that Board members may have periodic contact with such parties as a result of attending BA events or due to their other involvement in basketball or sports. Board members should exercise discretion in such circumstances to avoid making any comment that may be purported as expressing the view of the Board as a whole, except with prior permission of the Chair or the Board.

11 Decision making

11.1 Board Decision Cycle

It is recognised that whilst the Board is a collective decision making body, each Director has an individual and personal liability for decisions.

The Board notes that the AICD advice is useful in guiding the Board decision making process:

Notes:

*Actions by other than the Board might include work by any or all of these sub-board groups or individuals:

- The Chair
- Committee
- Working Group
- CEO
- Commission
- Paid or volunteer staff
- Members
- External Consultants

The Board notes that, when possible and appropriate, it will give initial in-principle approval to matters and seek consultation from the State and Territory Members before bringing a matter back for final ratification.

PART C – RISK AND COMPLIANCE

12 Risk Management

The BA approach to Risk Management includes:

1. Putting in place sufficient policies and systems to ensure the Board is informed of substantial risks, and mitigation options (taking steps to minimise the impact and/ or likelihood of a risk) in a timely manner.
2. Allocating resources to conduct risk assessments (identifying and categorising risks) and risk mitigation.
3. Ensuring education of all staff and members in regards to relevant risks based on the nature of their role or participation (e.g. BA staff member, player, coach, referee, volunteer).
4. Establishment and monitoring of specific risk taskforces as needed.
5. Establishing and reviewing the Terms of Reference and the expectations of the Finance, Audit and Risk Committee that currently deals with risk.

The BA Board will seek to improve its risk management progressively over time as well as review major risks at least annually. As well as the Finance, Audit and Risk Committee, the BA framework to identify risks and to manage them in an efficient and cost-effective manner will include:

1. Management Policies. The Board adopts explicit policies and procedures (drafted by the Committee and/or CEO) to establish management practices for the broad range of functions and accountabilities including:
 - a. Operational Policies
 - b. Governance
 - c. Finance
 - d. Human Resources including Volunteers
2. Insurances. The Board maintains insurance policies to cover particular risks. The appropriateness of these insurance policies is reviewed by the Finance, Audit and Risk Committee and reported to the Board on an annual basis.
3. Internal controls. Important elements of internal controls include the work of External Auditors. The Board periodically approves an external audit plan and appoints auditors to execute it, after considering recommendations from the Finance, Audit and Risk Committee.

This Risk Management Policy will be reviewed each time the Strategic Plan is reviewed and which is guided and enacted by a standing Finance, Audit and Risk Committee of the Board.

12.1 Finance, Audit and Finance, Audit and Risk Committee

The Finance, Audit and Finance, Audit and Risk Committee is chaired by a Director other than the Board Chair and is made up of two Directors, an independent accountant (as required by the Australian Sports Commission) and the CEO as Secretary.

The Finance, Audit and Finance, Audit and Risk Committee meets as needed and no less than once per quarter in time to inform the last Board meeting of each quarter.

The Finance, Audit and Finance, Audit and Risk Committee should undertake the following activities at a minimum:

1. Regularly conduct assessment of the risk environment as it relates to BA and the activities of its members.
2. Determine appropriate risk mitigation strategies, including education programs and insurance.
3. Oversee and make recommendations to the Board in relation to the compliance system.
4. Make recommendations to the Board as appropriate.

13 Compliance

The BA Board is charged with overseeing, reviewing and ensuring the integrity and effectiveness of BA's compliance systems. As such, compliance is a quality control system that will form part of the risk management strategy. To carry out its compliance function, the Board should commit to the following;

1. The Board has established a Finance, Audit and Risk Committee that is responsible for overseeing BA's compliance systems and reporting to the Board on those systems.
2. The Board adopts a process to ensure the independence of the BAs external auditor.
3. The Board ensures that systems, processes and procedures are adopted to provide the necessary data it requires to make a reasoned judgment and to discharge their duties of care and due diligence. An internal audit of these systems should be conducted at regular intervals.
4. Exception reporting on matters of non-compliance forms part of the monthly Board report.
 - a. The Board complies with its reporting requirements under the Corporations Act.

The Board views compliance as an integral function and recognises that for the compliance system to succeed it must be championed by the Board along with BA Management.

14 Policy Framework

A key role of the Board is to set the boundaries, or policies, within which the BA must operate. Key policies include for example: Code of Conduct and Conflict of Interest.

A Major Policy and Procedure Framework will be established, to provide a register of each BA Policy, Procedures and Major document. It should detail:

1. When each document was created and updated;
2. When it requires review;
3. Who is responsible for it; and
4. Who administers it.

Review of this framework should occur at least once a year to ensure all Policies, Procedures and Major documents are accurate, current and relevant to BA.

15 Director Protection

In fulfilling their role, Directors are entitled to rely on information and advice after making an independent assessment of the information or advice, having regard to the Director's knowledge of BA, the complexity of the structure and operations of the BA.

Directors are encouraged to do this by ensuring that BA has the right people and capabilities in its management team, and that there is a management culture of accountability and performance. The Board can influence this in a number of ways in its management of the CEO and the conduct of Board business.

The Board has decided to reduce the risk of the CEO being the only conduit of information to the Board by the:

1. Encouragement of attendance of other staff (e.g. authors of reports or recognised specialists in a complex area).
2. Use of the external auditors (through the Management Report process).
3. Requiring letters of assurance (LoA) be provided to the Board from the Finance Committee and Company Secretary outlining the control environment in relation to their area of responsibility as part of the annual accounts process.

15.1 Access to Information

Directors will adhere to the following protocol when seeking information:

1. Approach the CEO to request the required information.
2. If the information is not forthcoming within a reasonable time, discuss with the Chair.
3. If the information is still not forthcoming, write a letter to all Directors and the CEO detailing the information that is required, purpose of the information, and who the Director intends to approach in order to obtain the information.
4. As a last resort, employ the provisions of the Corporations Act.

When considering an application from a Director to access BA information, other than Board papers, the CEO or Chair may ask the Director for the reason for their request to establish that the information is required for BA (and not personal) reasons. In the normal course, information obtained by a Director in the course of the Director's duties should be made available to all Directors.

A Director is entitled to the same information that may be obtained by any member for personal purposes at the Director's personal cost.

15.2 Access to Professional Advice

Directors are to exercise considered and independent judgment on the matters before them. To allow Directors to discharge this expectation, a Director may from time to time need to seek independent, expert opinion on matters before them.

All Directors have the individual authority to commit BA to up to \$5,000.00 per annum in professional advice. Prior to seeking professional advice a Director shall inform the Chair about the nature of the opinion or information sought, the reason for the advice, the terms of reference for the advice and the estimated cost of the advice. Where more than one Director is seeking advice about a single issue, the Chair shall endeavour to coordinate the provision of the advice.

The Board must approve engagement of professional advisor(s) likely to exceed \$5,000. The Board as a whole must be the recipient of such advice.

15.3 Access to Corporate Material

Directors have a right to inspect documents held by the BA that are relevant to the affairs and management of the BA. This right is to aid the proper execution of

Directors' fiduciary obligations to advance the interests of BA and for their legal protection generally.

A situation may arise where some documents have been circulated to only some Directors. A Director who is unaware of their contents does not need to advance any specific reason to inspect that material. Unless there is a clear conflict of interest on the part of the Director, that Director has a right to see any documents that have been circulated to other Directors.

It is not a matter for the Board as a whole to decide which documents shall be seen by any particular Director. It is even more so not a matter for the CEO. A Director's right to inspect corporate material is a legal right that in no sense depends upon the views of the Board or the CEO. Access may only be denied subject to appropriate legal action, and with good cause.

If a document contains a confidentiality clause, it must nevertheless be shown to Directors on request. The Director would be subject to the confidentiality provisions that relate to the document.

15.4 Insurance

BA will indemnify and insure its Directors and officers in accordance with the Constitution.

15.5 Board Hospitality and Gifts

It is recognised that from time to time it is common business practice to give or accept customary courtesies, such as gifts or meals. Directors should not solicit such courtesies and should not accept gifts, services, benefits or hospitality that might influence, or appear to influence, Director's conduct in representing BA.

PART D – KEY BOARD PROCESSES

16 Board Meetings

Board meetings are a fundamental component of organisational governance as outlined in the Constitution. Each Board meeting is critical, as it is the main opportunity for Directors to:

1. Obtain and exchange information with the CEO;
2. Obtain and exchange information with each other; and
3. Make decisions.

The Board meeting agenda is equally as important, since it shapes the information flow and subsequent discussion at Board meetings.

16.1 Meeting Frequency

The Board will be convened by the mechanism and with the frequency outlined in the Constitution.

16.2 Meeting Time and Location

The location and time of Board meetings will be advised in the Meeting Agenda prior to each meeting.

16.3 Meeting Cycle

The Board has adopted an indicative cycle as shown in the table below. This will ensure that adequate time is allowed for review of board papers prior to each meeting.

| ITEM | DAY |
|--|---------|
| Draft agenda prepared by the CEO | -14 |
| BA Operations information called in from relevant operations areas | -12 |
| CEO updates actions arising from the previous meeting | -12 |
| BA operations report compiled by CEO | -12 |
| CEO reviews the proposed agenda with the Chair | -10 |
| Board papers and agenda are finalised | - 8 |
| Finance Committee Meeting | -7 |
| Board papers are printed | -7 |
| All Board papers are circulated to Board meeting attendees | -5 |
| Directors review agenda and attachments prior to board meeting | -5 to 0 |
| Board meeting | 0 |
| Draft minutes sent to Chair for review | 3 to 5 |
| Final minutes sent to Directors for review | 6 to 10 |

This is an indicative cycle only. The actual timing of events in the lead up to and follow up from Board meetings will be dependent upon the circumstances surrounding each individual meeting.

16.4 Conduct of Meeting

The Chair is responsible for the management and conduct of the meeting. The role of the Chair includes the following:

1. Ensure that all members are heard;
2. Retain sufficient control to ensure that the authority of the Chair is recognised. This may require a degree of formality to be introduced if this is necessary to advance the discussion;
3. Take care that the decisions are properly understood and accurately recorded; and
4. Ensure that the decisions and debate are completed with a formal resolution recording the conclusions reached.

The CEO is expected to make regular presentations to the Board and may speak, but does not have a vote.

16.5 Quorum and Voting at Meetings

The rules for a quorum are as outlined in the BA Constitution.

17 Standing Orders for Board Meetings (Rules of Debate)

The Board will agree a set of Rules of Debate.

These rules of debate are applied at the discretion of the Chair or by resolution of the Board at any meeting.

The Chair's interpretation of the Rules of Debate shall be final unless overruled by the meeting.

18 Emergency Decision Making – Written Resolutions

If there is an urgent item to resolve, then the Board will follow the following broad approach:

1. The email is written using a consistent format to aid in our effective decision-making, with only the information as needed for the single item decision.
2. The email is released by the Chair to all Directors with clear time parameters that are driven by the matter.
3. The Company Secretary ensures that all Directors know that there is an urgent Out of Session Decision email that has been sent to them (usually by phone or text) and advising of the need to please check emails within 24 hours.
4. Acknowledgement of receipt of the email is expected as soon as practical from all Directors. The email provides the required time frame for response, and the assumption is always that if there is no response other than the acknowledgement, the recommended course of action is supported.
5. Board members have at least 24 hours or the time frame as per the email to consider their response and vote to Chair and Company Secretary by email. Other Directors are not copied (CC-ed) in the response.
6. Responses are managed by the Secretary and the final decision by the Chair. If the Chair decides there is significant dissent in responses, the Chair may then arrange a phone hook-up or urgent Board meeting but cannot make a unilateral decision unless affecting a formal casting vote.

7. To maintain confidence in our process, a summary table of all responses and any decision action is provided by the Secretary through the Chair in written or email form for the following Board meeting for note. This should include all responses.
8. The decision should be noted at the following Board meeting.

19 Board Meeting Agenda

19.1 Agenda Content

The BA agenda includes notice of the meeting, time and location and sets out items of business to be dealt with in the meeting.

The BA agenda is designed to allow sufficient time for Directors to focus on future-oriented, strategic decisions, and it ensures important, but typically more routine matters such as compliance and fiduciary responsibilities are discharged in an appropriate manner. As such the agenda should be structured in such a way as to ensure all relevant matters are addressed, and that decisions and considerations are aligned to the Strategic Calendar.

19.2 Agenda Preparation

The Chair is to ensure that meeting content will be only those issues that, according to this Charter, clearly belong to the BA Board to decide.

The CEO, in consultation with the Chair, is responsible for preparing an agenda for each BA Board meeting. However, any Director may request items or notices of motion be added to the agenda for upcoming meetings. This request should be made in writing to the Chair and copied to the CEO. The CEO may circulate the agenda with the Board papers via email or other agreed electronic means.

20 Board Papers

20.1 Preparation and Circulation of Board Papers

The CEO is responsible for the preparation and circulation of Board papers. It is expected that the CEO will receive the appropriate reports from the sub-committees, commissions, and the management team in a timely manner.

The Chair should vet papers or any other information supporting each draft agenda item to ensure they adequately inform the debate, add to the discussion and help Directors to reach a decision. Effective papers should have the right balance between data and detail, analysis and insight, drawing on relevant expertise. They should be written succinctly, follow a consistent format and clearly identify the issues, stating the resolution recommended.

If a Board paper relates to a matter in which there is a known conflict of interest with a particular Director, the relevant Board paper will be removed by the CEO, on the instructions of the Chair, from the set of Board papers sent to that Director. In the case of the Chair having a conflict of interest, the Board will appoint another Director to make final decisions on the forwarding of Board papers to the Chair.

20.2 Retention of Board Papers

The Secretary should maintain a complete set of Board papers at BA's registered address for Corporations Law purposes. Individual Directors may also retain their own Board papers in a secure location.

20.3 Note-Keeping on Board Papers

The only records of Board meetings are the official records kept by the Secretary under the requirements of the Corporations Act. However, Directors may choose at their discretion to keep their own personal notes or comments on Board papers.

Individual Directors should be aware that the personal notes and comments they choose to make are discoverable under law and so should proceed with caution in this regard.

21 Strategic Board Calendar

The Board will adopt and manage a two year Strategic Board Calendar. The Calendar should consist of a rolling cycle of matters for board consideration and decisions including:

1. Governance: comprising matters such as preparation for the Annual General Meeting, review of governance matters and documents and director nominations.
2. Strategy: comprising a strategy review, input to the strategic plan and finalisation of the plan.
3. Business Plan: comprising input and sign off of annual plan and consideration of quarterly reports against the plan.

22 Board Evaluation

Annually the Board will undertake a cycle of performance review and development based on the following principles:

1. Focus on enabling the enhancement of the Board's collective performance and the development of individual Directors;
2. The process is agreed as a Board and culminates in setting a development plan for the coming year;
3. Involvement of all Directors;
4. Use of appropriate technology to minimise the load on support staff; and
5. Revisions to the Board Charter occur as an output from the process.

The Chair should report either verbally (AGM) or in writing (Annual Report) on the method of evaluation used and the focus / actions of enhancement rather than the specific results.

23 Director Development

The Board will determine annually at the first full meeting after the AGM the process for Director Development for the year ahead.

Director Development may take the form of formal or informal training, mentoring or visits.

The budget for Director Development is not to exceed 10% of the annual staff development budget.

24 Director Election, Selection and Induction

The Board has agreed a process for the nomination and election of board members, and in some cases for the co-opting of additional members of the Board. This process is set out in the Nominations Committee Terms of Reference (see Attachment 6).

New Directors will undergo an induction process in which they will be given a full briefing on BA. New directors are to complete Director Induction within 4 weeks of the AGM, or in the cases of Board-appointed directors, 4 weeks from the date of their appointment.

25 Succession Planning

Succession planning is the series of actions to plan and manage the turnover of Directors, and enable the filling of positions created by unplanned departures while causing minimal disruption to the activities of the Board.

The aims of Board succession planning include:

1. Endeavouring to ensure the best possible Director composition at all times
2. Ensuring that the leadership within the Board is well managed and developed
3. Build confidence in the Board by all stakeholders

Succession Planning involves the Board in systematically reviewing its structural requirements and to plan succession around these. It may also be required in the event of an unplanned retirement or departure.

26 Sub-Board Groups

The board forms a variety of sub-board groups in order to assist with a task that belongs to the Board and / or to provide clear, well supported advice to the Board. The sub-board groups build expertise and alleviate the workload of the whole Board, as well as enabling the engagement and optimal use of key stakeholders

Any sub-group powers are subservient to those of the Board and need to be detailed in writing in terms of Reference. In some instances, the Board will direct a sub-group to research an issue and report back to the Board with a recommendation on that issue.

In these instances, the sub-group has the power to obtain any information necessary to arrive at the recommendation, but the Board retains the final decision-making power.

The Board has ultimate responsibility for actions recommended by any sub-group.

26.1 Committees

These are standing formalised groupings of Directors to achieve specific elements of the governance function; they have a delegated authority from the Board.

The standing committees of the BA Board are:

1. Finance, Audit and Risk
2. Nominations Committee
3. Performance & Remuneration

Other committees may be formed from time to time for standing or ongoing tasks with specific terms of reference.

26.2 Commissions

Commissions are standing advisory groups that report to and provide advice for the Board

The role of a Commission is to report on any matters pertaining to their area of expertise and make relevant recommendations for change as necessary.

Commissions are to be chaired by a Board appointee and with the CEO (or GM as the CEO delegate) as Secretary.

Commissions will agree with the Board the optimal reporting timings and format.

The standing Commissions of the BA Board are:

1. High Performance
2. Associations
3. Competitions
4. WNBL
5. Honours and Awards

Other Commissions or working committees of the Board may be formed from time to time with specific terms of reference.

The Board has ultimate responsibility for actions recommended by a Commission. Clearly established Terms of Reference should be agreed by the Board for each Commission.

26.3 Working Groups

Working Groups are outcome based sub-board groups that are formed to achieve a specific one –off need identified by the Board.

A working group will usually be chaired by a Director and will report formally to the Board on completion of their task.

26.4 Circulation of Committee and Commission Minutes

All Committee and Commission minutes are to form part of the business papers for the next Board meeting. Committee minutes are to be noted by the full BA Board.

27 Volunteering by Directors

Volunteers are very important to BA as they make up a large portion of BA's workforce. BA has a commitment to show its appreciation to the work of volunteers in a meaningful and consistent way.

The Board should review annually measures taken to reward, recognise and respect the work done by all volunteers.

There will be a clear distinction between the roles and responsibilities of a Director conducting his or her role as a director, and any instance in which a director takes part as a volunteer at a basketball event.

Appendix 1 – Board Principles for Collaboration

Appendix 2 – CEO Deed of Delegation

Appendix 3 – Policy and Procedure Framework

Appendix 4 – Director Induction Process

Appendix 5 –Board Meeting Standing Agenda

Appendix 6 – Board Strategic Calendar

Appendix 7 – Terms Of Reference for Committees

1. Finance, Audit and Finance, Audit and Risk Committee (TBA)

2. Nominations Committee (TBA)

3. Performance and Remuneration Committee

The Board will annually appoint a Performance and Remuneration Committee including the Chair, and two other directors

The Committee is responsible to the Board for:

1. Managing the performance of the CEO.
2. Optimising the relationship between the CEO and the Board.
3. recommending to the Board any bonus payments or changes to the CEO's employment contract, including extension and termination.
4. Effectively communicating to the Board the CEO's concerns related to governance or any aspect of the Board's performance.
5. The accuracy and relevance of the following documents which are the basis of the Board / CEO relationship:
 - CEO Position Description.
 - CEO Deed of Delegation.
 - CEO Scorecard (including KPIs).

The Committee will meet at least every six months (see below schedule) with the CEO to discuss informally the matters of which it is responsible. This informal meeting must include feedback and discussion on any concerns based on the conduct of the role and agreed KPIs. Simple form action notes are taken and reported to the Board.

The Chair or CEO may at any time request a meeting within seven days of the Committee by an email which must include the agenda or topics for discussion.

The Committee will formally appraise the CEO performance based on the Scorecard KPIs and report in writing to the Board at least annually and usually by 30 September each year.

The Committee will agree with the Board and the CEO the involvement of the Board and other stakeholders in this review process no less than three months prior to the review. This formal review should include formally reviewing the Deed of Delegation and Position Description with the CEO to ensure they are optimised for BA for the year ahead. A simple form Board report is provided to the CEO and Board as a result.

The Committee will provide to the CEO copies of all reports and emails it provides to the Board at the time the report is provided to the Board.

The Process and associated Terms of Reference will be reviewed each year by 30 April.

If the Board requires 360 degree feedback for the CEO then the process should be externally facilitated by a proven provider and be able to be utilised or consistent with one used for the other senior leaders in the business.

Calendar of Meetings

| Meeting Date | Meeting Type | Additional Matters (beyond performance review) |
|--------------|--------------|--|
| By 30 Mar | Informal | Matters related to Governance Review and Strategic Plan |
| By 31 August | Formal | Review of Deed of Delegation undertaken and written advice on changes to Board |

Note: all meetings should have a simple meeting agenda which is circulated five working days prior.

Informal Meeting of the Performance and Remuneration Committee

1. There is a discussion by the Committee on progress and effectiveness including simple consideration of the Scorecard. Any issues of concern would be related to a KPI which is then flagged orange and discussed with the CEO in the meeting. Other Board members may contribute to this process simply by emailing or discussing concerns with any member of the Committee prior to the Informal Review meeting. The published schedule enables this to occur without prompting.
2. This review may result in changes to the Scorecard (KPIs), Deed of Delegation and Position Description documents, in which case the changes are to be considered by and formally approved by the Board at its next meeting.

Formal Meetings of the Performance and Remuneration Committee

1. The Committee meets and finalises its timeline with the CEO.
2. The Board is advised of the detailed timeline and any Board members who wish to provide feedback to be briefed on how to do so. Usually individual directors consider the Scorecard and colour code any KPIs of note or concern and provide comments. Individual directors choose the extent to which they participate.
3. Directors do not discuss the CEO performance with other staff members.
4. The Committee then meets, and compiles a single formal review document with colour coding and comments – items flagged orange or red must have commentary. At the same time, the CEO completes his own assessment using the same method.
5. The two documents are exchanged electronically at least five days before the meeting between the Committee and the CEO.
6. The Formal Meeting occurs and works through a review of performance against the current Scorecard. When all matters have been flagged and understood, the meeting then considers proposed changes to the Scorecard, the Deed and then the Position Description.
7. The meeting summary and conclusions are then reported formally to the Board, including changes to the Scorecard (KPIs), Deed of Delegation and Position Description documents. These are considered by and formally approved by the Board.

Appendix 8 – Director Application Form