

Basketball Queensland Board Charter



Completed October 2008

1. Organisation

Basketball Queensland exists to provide leadership; and a Statewide framework for affiliates to grow and develop the sport of basketball for all participants. Basketball Queensland is governed by a Board of Directors.

2. Board Responsibilities

The Board is responsible for:

- Setting Basketball Queensland values and standards of conduct and ensuring that these are adhered to, in the interests of Basketball Queensland members, employees, and the communities in which it operates and, generally, safeguarding the reputation of Basketball Queensland;
- Providing leadership of Basketball Queensland within a framework of prudent and effective controls which enable risk to be assessed and managed;
- Setting Basketball Queensland's direction, strategies and financial objectives and ensuring that the necessary financial and human resources are in place for Basketball Queensland to meet its objectives;
- Ensuring that the performance of management, and the Board itself, is regularly assessed and monitored; and
- Monitoring compliance with regulatory and ethical standards.

All Board of Director positions are honorary, no meeting or other payments shall apply.

3. Board Independence

As outlined in the Associations Incorporation Act, all Board members must act in the best interest for the sport as a whole. Board members should not be representing their regions, Association's, nor their nominators interest, but take on responsibility for the sport as a whole.

A Director must act honestly and in good faith in furthering the interests of the Organisation as a whole.

Where appropriate, the Board will establish committees to advise on specific issues within the organisation. These Committees will be provided with a Terms of Reference including powers as determined by the Board.

4. Code of Conduct

Basketball Queensland is committed to delivering excellent programs and services to members and to fostering an ethical and transparent culture. To this end, the Basketball Queensland has established a Code of Conduct for Directors which is designed to ensure that:

- High standards of corporate and individual behaviour are observed by all Directors and employees in the context of their employment;
- Employers are aware of their responsibilities to Basketball Queensland under their contract of employment and always act in an ethical and professional manner.

The Code of Conduct requires Directors and employees to, among other things:

- Avoid conflicts of interest between their personal interests and those of Basketball Queensland and its members.
- Not take advantage of opportunities arising from their position for personal gain or in competition with Basketball Queensland.

The Code of Conduct requires Directors and employees to report any actual or potential breach of the law, the Code of Conduct or other Basketball Queensland policies. Basketball Queensland promotes and encourages ethical behaviour and provides protection for those who report violations.

In addition to the Code of Conduct, the Board Charter requires that all Directors conduct their duties at the highest level of honesty and integrity, observe the rule and the spirit of the law, comply with any relevant ethical and technical standards, do not make improper use of any confidential information and set a high standard of fairness, diligence and competency in their position as a Director.

5. Conflicts of Interest

Conflict rule: A Director must not place himself or herself in a position where there is a real sensible possibility of conflict between his or her personal or business interests, the interests of any associated person, or his or her duties to any other organisation, on the one hand, and the interests of Basketball Queensland or his or her duties to Basketball Queensland, on the other hand.

Notification of material personal interest: A Director who has a material personal interest in a matter that relates to the affairs of Basketball Queensland must notify the other Directors of the nature and extent of the interest. A Director of Basketball Queensland who has a material personal interest in a matter that is being considered at a Board meeting must not vote on the matter or be present while the matter is being considered unless approval for participation is obtained from other non-interested Directors:

Notification of other conflicting interests: A Director who holds any office or possesses any property which, whether directly or indirectly, conflicts or may create a conflict with his or her duties or interests as a Director of Basketball Queensland

must give to the other Directors a notice of the nature and extent of that interest and ensure that such notice remains effective in relation to that interest.

- The notice may be given at any time and whether or not the matter relates to the affairs of Basketball Queensland at the time the notice is given.

Actions where conflict arises: Apart from the obligation to notify the other Directors of any material personal interest or other actual or potential conflicting interests, the action which a Director should take if he or she is faced with an actual or potential conflict of interest or duties in relation to a particular matter being considered by the Board will depend on the nature and circumstances of the conflict. It may include abstaining from voting on the matter and absenting himself or herself from all Board deliberations relating to the matter.

Corporate Opportunities: A Director must not divert to the Director or to any associated person a maturing business opportunity which Basketball Queensland is pursuing.

Gifts, entertainment etc: A Director must not solicit or accept benefits, entertainment or gifts in exchange for, or as a condition of, the exercise of the Director's duties or as an inducement for doing any act associated with the Director's duties or responsibilities. In general, a Director may accept gifts, hospitality or other benefits associated with the performance of their official duties if such gifts, hospitality or other benefits:

- Are within the bounds of propriety, a normal expression of courtesy or within the normal standards of hospitality;
- Would not comprise the integrity of Basketball Queensland; and
- Are not likely to be regarded as compromising the Director's ability to carry out his or her duties in an impartial manner.

No bribes etc: A Director must not solicit or accept any bribe, secret commission or illegal inducement of any kind.

6. Conduct at Board Meetings

Decisions: A Director must bring an open and independent mind to Board meetings, listen to the debate on each issue raised, consider the arguments for and against each motion and reach a decision that he or she believes, in good faith and on reasonable grounds, to be in the best interests of the company as a whole.

Debate: An opportunity must be provided for a Director to put his or her views on issues before the Board on which he or she sits. While Directors must treat each other with courtesy and observe the other rules in this Code, Directors should be able to engage in vigorous debate on matters of principle.

7. Confidentiality

Confidential Information: Confidential information (including the contents of Board Papers and any document which is referred to in, or relates to, any of them) received by a Director in the course of the exercise of the Director's directorial duties remains the property of Basketball Queensland.

Accordingly, a Director must not disclose such confidential information, the content of discussions and any decisions, resolutions, recommendations or directives made or given at Board meetings or any confidential communications between Basketball Queensland and the Directors or between some or all of the Directors in relation to the affairs of the company, or allow any of the foregoing to be disclosed, unless that disclosure:

- (a) Has first been duly authorised by the Board; or
- (b) Is made in accordance with the Media and Communications Protocol; or
- (c) Is required by law or by any notice, order or regulation of any regulatory authority which is binding on the Director; or
- (d) Is made to such employees, agents or advisers who have a legitimate interest in the subject of the disclosure and on the basis that the information being disclosed is to remain confidential; or
- (e) Is made by the Chair but only where the Chair honestly and reasonably believes that such disclosure would not constitute a breach of the Chair's statutory or general law duties as a Director.

- The above restrictions on the disclosure in the public arena, whether through the media or otherwise, of confidential information and communications and the content of discussions at Board meetings are of fundamental importance. All Directors must feel free to discuss without inhibition their views on issues before the Board. Likewise the CEO must feel confident that commercially sensitive and potentially controversial issues concerning the business and affairs of Basketball Queensland can be fully and frankly canvassed in the boardroom without risk of later unauthorised ventilation in the public arena.

No false or misleading information: A Director must not knowingly or recklessly disseminate false or misleading information about Basketball Queensland, any other Director or employees of Basketball Queensland or the content of any discussions or decisions at any Board meeting or any communications between Basketball Queensland and the Directors or between some or all of the Directors in relation to affairs of Basketball Queensland.

Media and Communications Protocol: A Director must comply with the Media and Communications Protocol.

8. Professional Integrity

Courtesy: A Director must not be discourteous towards fellow Directors or employees or make personal attacks on a fellow Director or a member of staff, whether in Board, other Basketball Queensland meetings, in discussion with others or in public statements.

No prejudicial actions or statements etc: A Director must not engage in conduct, or make any public statement, likely to prejudice Basketball Queensland's business or likely to harm, defame or otherwise bring discredit upon or denigrate Basketball Queensland or any of the Directors or employees of Basketball Queensland.

Dealings with other Directors: A Director must not engage in conduct, including by way of threats of court action against another Director or other Directors personally, which is calculated or intended to intimidate those other Directors from supporting or seeking to further a policy, proposal or other matter which those other Directors may support or are supporting in discharge of their duty to act in what they honestly believe to be the best interests of the company

9. Governance

Co-operation: A Director shall, unless exempted by the Board or the Chair, co-operate in governance procedures from time to time prescribed by the Board including periodic appraisals of the performance of the Board.

Time Commitment: A Director must devote such time as is necessary to carry out the duties of the Director as determined by the Board.

Adherence to the Code A Director must, at all times, comply with the spirit, as well as the law and of the standards set out in this Code.

10. Complaints Handling Procedure

Introduction: If this Code is to be adhered to, there must be sanctions which can be imposed in respect of breaches. Such breaches may be relatively minor and warrant only a caution or reprimand, or they may be serious, or engaged in repeatedly, or as part of a course of conduct which is a serious threat to the interests of Basketball Queensland, including where Directors are hampered in or deflected from performing their duties.

Complaints: An allegation that a Director has breached this Code (complaint) may only be made by a Director, the Chief Executive Officer or an employee of Basketball Queensland who ordinarily reports directly to the Chief Executive Officer (each a complainant).

Complaints Handling Process: A complaint shall be dealt with in accordance with the procedures set out below:

1. written complaints: A complaint must:

- (i) Be in writing;

- (ii) Specify which section of the Code is alleged to have been breached and contain particulars of the alleged breach; and
- (iii) Include any available supporting material.

(b) Referral of complaint to Conduct Officer: A written complaint should be marked "confidential" and submitted to the relevant person specified below (each a Conduct Officer):

- (i) In the case of a complaint concerning a Director other than the Chair not made by the Chair, to the Chair;
- (ii) In the case of a complaint concerning a Director other than the Chair and the Finance Director made by the Chair, to the Finance Director;
- (iii) In the case of a complaint concerning the Chair and the Finance Director, to the Nominated Director.

(c) Conduct Officer: If at any time a Conduct Officer is unwilling or unable to act as Conduct Officer in respect of a particular complaint, the Nominated Director shall act as the Conduct Officer.

(d) Trivial or frivolous complaints: If the Conduct Officer determines that the complaint is trivial, vexatious or frivolous, the Conduct Officer may dismiss the complaint without referring the complaint to the Relevant Director. The Conduct Officer must promptly notify the complainant in writing of the Conduct Officer's determination to dismiss the complaint under this paragraph.

(e) Further action: If the Conduct Officer determines that the complaint is not trivial, vexatious or frivolous, as soon as practicable after making that determination, the Conduct Officer:

- (i) Must notify the Relevant Director of the complaint and forward a copy of the complaint to the Relevant Director with that notice;
- (ii) Must allow the Relevant Director not less than 5 Business Days after the date of the notice to comment on the complaint; and
- (iii) May request the Relevant Director to provide a written response in relation to the complaint not later than 5 Business Days after the date of the notice or such later date as is specified in such notice.

(f) initial review: After receiving and considering the Relevant Director's response, the Conduct Officer may:

- (i) Dismiss the complaint (in which case the Conduct Officer must promptly notify the complainant and the Relevant Director of the Conduct Officer's decision to dismiss the complaint); or
- (ii) Refer the complaint to an Independent Mediator for mediation (in which case the Conduct Officer must promptly notify the complainant, the Relevant Director and the Secretary of the Conduct Officer's decision to make that referral); or
- (iii) If the Conduct Officer considers that, having regard to the nature of the complaint, mediation is not appropriate or is unlikely to resolve the matter, refer the complaint to the Board for investigation (in which case the Conduct Officer must promptly notify the complainant, the Relevant Director and the Secretary of the Conduct Officer's decision to make that referral).

(g) mediation: If the Conduct Officer refers the complaint to the Independent Mediator for mediation, the Independent Mediator will mediate the complaint in

accordance with such procedures as may be agreed between the complainant and the Relevant Director or, failing agreement within 10 Business Days of the date of the referral of the complaint to the Independent Mediator. The Independent Mediator will provide a written report to the Conduct Officer and the Board on the outcome of the mediation as soon as practicable after the conclusion of the mediation.

(h) investigation by the Board if:

- (i)** The Conduct Officer refers the complaint to the Board for investigation, or
- (ii)** The complaint has been referred to mediation but has not been able to be resolved by mediation; or
- (iii)** A majority of the Board does not believe that the outcome of the mediation is satisfactory having regard to the nature of the complaint, the Board will investigate the complaint to determine whether or not in the opinion of the Board a breach of this Code has occurred and, if so, the appropriate sanctions to be applied in the circumstances.

(i) Right to be heard: When the Board is considering whether there has been a breach of this Code or the sanctions which are appropriate, the Board must notify the Relevant Director and give the Relevant Director a right to be heard by the Board; however, the Board is not obliged to allow the Relevant Director to be legally represented. Following the investigation of the complaint, the Board must allow the complainant and the Relevant Director the right of reply but not the right of cross examination. The Board must act fairly, promptly and without bias in making decisions. The Board will:

- (i)** Give consideration to the serious consequences of a finding that there has been a breach of this Code by the Relevant Director; and
- (ii)** Make a finding (by majority) that in their opinion a breach of this Code has occurred on the basis of the balance of probabilities. There is no specific protection against liability for defamation in respect of complaints.

2. Sanctions: The Board should consider how serious the contravention of the Code is and may then impose such sanctions as they consider (by majority) appropriate where they make a finding (by majority) that in their opinion a breach of this Code has occurred on the basis of the balance of probabilities. The sanctions which may be imposed include (but are not limited to) one or more of the following:

- (i)** Suspension of the Relevant Director from membership of any Committee of which the Relevant Director is a member;
- (ii)** Removal of the Relevant Director from such Committee of which the Relevant Director is a member as the Board considers appropriate;
- (iii)** Suspension or curtailment of some or all of the activities permitted to be undertaken by a Director;
- (iv)** Referral to appropriate regulatory authority of the complaint in respect of conduct where the conduct may have involved a breach of the Director's general law or statutory duties or the matter requires further investigation;
- (v)** Court action in respect of alleged breaches of any of the general law or statutory duties owed by the Relevant Director; and
- (vi)** Giving notice of intention to move a motion for the removal of the Relevant Director from his or her office as a Director of Basketball Queensland and calling a meeting of Members for consideration of such a motion.

11. Delegations

The Board has delegated to the CEO, responsibility for:

- **Senior management selection** - making recommendations for the appointment of senior management, determining terms of appointment.
- **Evaluating performance** and developing and maintaining succession plans for senior management roles.
- **Financial performance** - developing our annual budget and managing day-to-day operations within the budget.
- **Risk management** - maintaining effective risk management frameworks and providing the Board with timely and relevant information on the risks faced by the Company and how they are managed.
- Continuous disclosure - keeping the Board and market fully informed about material developments.
- **Corporate responsibility** - managing day-to-day operations in accordance with standards for social, ethical and environmental practices which have been set by the Board.