



**SMJFL Board Governance
Policies & Procedures Handbook
as at 19 October 2023**

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2. INTRODUCTION

Good governance practices are vital to the effective and efficient operations of any organisation, including sporting organisations.

[Sport Australia](#) (formally Australian Sports Commission) defines governance as the system by which organisations are directed and managed. It directly impacts:

- How an organisation develops strategic goals and direction
- How the board of an organisation monitors the performance of the organisation to ensure it achieves these strategic goals, has effective systems in place and complies with its legal and regulatory obligations
- Ensuring that the board acts in the best interests of the members.

The SMJFL is committed to strengthening governance practices within our organisation.

The policies and procedures included within this “*SMJFL Board Governance Policies & Procedures Handbook*” are designed to provide clarity as to how the Board conducts the business of the SMJFL.

If you have questions about the policies and procedures contained within, please contact either the:

- SMJFL Chair: chair@smjfl.com.au or
- SMJFL CEO: ceo@smjfl.com.au

3. BOARD CHARTER

3.1. Purpose of this Charter

- 3.1.1. The Board Charter sets out the roles and responsibilities of the South Metro Junior Football League (SMJFL) Board.
- 3.1.2. The conduct of the Board is also governed by the Statement of Purpose & Rules of the SMJFL, a copy of which is located [here](#).

3.2. The Purposes and Core Functions of the SMJFL are to:

- 3.2.1. Maintain an independent junior Australian Rules Football competition within the region in which its Member Clubs are located.
- 3.2.2. Facilitate the playing of the game of Australian Rules Football between teams fielded by its Member Clubs.
- 3.2.3. Facilitate participation in representative games of Australian Rules Football with other AFL junior leagues and associations.
- 3.2.4. Encourage, foster, develop, and promote participation and pathways in AFL football in the region.
- 3.2.5. Be responsible to AFL Victoria for funding provided by AFL Victoria.
- 3.2.6. Represent SMJFL Clubs' interests to AFL Victoria and other State Football Bodies, various Government agencies, and other sporting and business organisations.

3.3. Roles and Responsibilities

- 3.3.1. The Board's key responsibilities are:
 - 3.3.1.1. To act in the best interests of the SMJFL as a whole;
 - 3.3.1.2. To govern the organisation to comply with the Associations Incorporation Reform Act 2012 (Vic), the SMJFL Statement of Purpose & Rules and any other relevant legislation;
 - 3.3.1.3. Provide strategic direction for the SMJFL and effective oversight of management;
 - 3.3.1.4. Report to SMJFL stakeholders on the activities and operations of the SMJFL;
 - 3.3.1.5. Ensure a diverse and effective Board, in line with the SMJFL Statement of Purpose & Rules with appropriate policies and procedures for the Board and its committees;
 - 3.3.1.6. Appoint, support, and provide advice and counsel to the CEO. Evaluate and reward the CEO against agreed performance indicators;
 - 3.3.1.7. Monitor the achievement of the strategic and business plans and annual budget outcomes;
 - 3.3.1.8. Support, review and monitor the operational and financial performance of the SMJFL;
 - 3.3.1.9. Establish such committees, policies and procedures as will facilitate a more effective discharge of the Board's roles and responsibilities;

- 3.3.1.10. Ensure that all significant systems and procedures are in place for the organisation to run effectively, efficiently, and meet all legal and contractual requirements;
 - 3.3.1.11. Monitor key financial and non-financial risk areas by ensuring the implementation of an effective risk management and internal control framework;
 - 3.3.1.12. Ensure the SMJFL has appropriate governance structures in place including standards of ethical behaviour and promoting a culture of integrity and social responsibility;
 - 3.3.1.13. Ensure Board Members conflicts of interest and related-party transactions are effectively managed;
 - 3.3.1.14. Delegate powers and authority, while understanding the Board remains responsible for all decision of the SMJFL;
 - 3.3.1.15. Evaluate Board processes and performance of the Board as a whole, as well as contributions by individual Board Members, ensuring the Board's effectiveness in delivering good governance;
 - 3.3.1.16. Provide governance management, including scheduling of meetings, tabling of agendas, completion of minutes and the appointment of the Secretary.
- 3.3.2. The Board has delegated authority for the operations and administration of the organisation to the Chief Executive Officer (CEO). The CEO is responsible for the overall day-to-day management and the performance of the SMJFL. The CEO manages the organisation in accordance with strategy, delegations, business plans and policies approved by the Board to achieve agreed goals and objectives included therein.

3.4. Chair's Responsibilities

The Chair of the Board has a major role as the head of the Board in providing leadership to the Board Members and other functions including:

- 3.4.1. Leading and facilitating the Board;
- 3.4.2. Setting the Board direction and focus;
- 3.4.3. Conducting an effective decision-making process and ensuring that the Board is focused on achieving outcomes;
- 3.4.4. Ensuring that no one has excessive influence;
- 3.4.5. Maintaining a professional working relationship with the CEO;
- 3.4.6. Acting as a spokesperson, where appropriate, in conjunction with the CEO;
- 3.4.7. Promoting constructive and respectful relations between Board Members;
- 3.4.8. Ensuring the Board have a performance evaluation process;
- 3.4.9. Ensuring that the Board's workload is dealt with effectively;
- 3.4.10. Role-modelling ethical standards and behaviour based on the SMJFL agreed values;
- 3.4.11. Ensuring meetings are effectively conducted and minutes are circulated and acknowledged in a timely manner.

3.5. Code of Conduct

- 3.5.1. SMJFL takes ethical and responsible decision-making very seriously. It expects its staff, volunteers, and Board Members to do the same.
- 3.5.2. All Board Members must be bound by and at all times comply with the SMJFL Board Member Code of Conduct which outlines the type of behaviour that SMJFL requires from its Board Members and sets out clear principles and guidelines for the ethical and professional conduct in effectively carrying out their responsibilities.
- 3.5.3. The Board has an appropriate system for enforcing compliance with the Code of Conduct.

3.6. Review¹

The Board will review this Charter at least every two years, or earlier as required, to ensure it remains consistent with the Board's objectives and responsibilities.

¹ A number of operational Board matters such as the number of meetings per year and the election and appointment of Board Members is governed by the Statement of Purpose & Rules and not reproduced here.

4. BOARD MEMBER ROLE DESCRIPTION & DECLARATION

4.1. Board Member Role Description

Each member of the South Metro Junior Football League (SMJFL) Board is in a position of trust to act in the best interests of the League, its Members, and all stakeholders. As an Office Holder you must exercise power and discharge your responsibilities with the degree of due care and diligence and:

- 4.1.1. Make judgment in good faith for a proper purpose;
- 4.1.2. Ensure the SMJFL does not continue to carry on its business if insolvent;
- 4.1.3. Not have a material personal interest in the subject matter of the judgement;
- 4.1.4. Board Members shall disclose any conflicts of interest at the earliest point in the meeting and as determined, refrain from voting or participating in resolution of the issue under discussion;
- 4.1.5. Take reasonable steps to be informed about the subject matter and judgement made;
- 4.1.6. Rationally believe that the judgement is in the best interest of the SMJFL as a whole;
- 4.1.7. Ensure you comply with all relevant laws, Codes of Conduct and appropriate ethical behaviour;
- 4.1.8. Be appropriately prepared for, and attend, Board meetings having read and understood information provided in the interests of making informed decisions;
- 4.1.9. Board Members are encouraged to utilise technology as a means of attending meetings if they are unable to do so in person. In order to assist with planning, apologies for non-attendance should be provided as soon as possible;
- 4.1.10. All contact with the media will be made by the Chair (or as delegated to the Chief Executive Officer) as the sole spokesperson on all SMJFL matters. The Chair may delegate aspects of this responsibility as appropriate;
- 4.1.11. Each Board Member is expected to enhance the Board's deliberations by actively offering questions and comments that add value to the discussion. Each should strive to be at ease with fellow Board Members participating in a constructive manner that acknowledges and respects the contribution of others, including the Executive team. Board Members must be able to accept constructive criticism and consider contrary views without becoming defensive.

4.2. Board Confidentiality

- 4.2.1. Board confidentiality is important. It encourages open and frank discussion at meetings, helps facilitate the development of vision and the implementation of an effective strategy to achieve that vision, and protects information that is confidential, personal, or relates to employment, commercial or legal matters.
- 4.2.2. Board Members must keep confidential all information pertaining to matters dealt with by the Board. This includes Board meeting minutes, agendas, reports to the Board and associated documents, and information contained in those documents.
- 4.2.3. The obligation to maintain confidentiality continues to apply even after a person has left the Board. Maintaining confidentiality as a general rule will also help ensure observance by Board Members of the following legal duty:
 - 4.2.3.1. A person who obtains information because they are, or have been, a member of the Board must not improperly use the information to:

- 4.2.3.1.1. Gain an advantage for themselves or someone else; or
- 4.2.3.1.2. Cause detriment to the organisation.

4.3. Review

This Board Member Role Description will be reviewed by the Board at least every two years, or earlier as required.

5. BOARD MEMBER’S DECLARATION

I,(insert name) consent to act as a Board Member for the SMJFL in accordance with the Association Incorporations Reform Act 2012, the SMJFL Statement of Purpose & Rules, the Board Member Code of Conduct and the policies and procedures of the SMJFL. I understand that failure to abide by the policies and procedures may result in my removal from the Board.

I declare that I am not insolvent under administration, nor have I been declared as bankrupt or subject to an arrangement under Part 10 of the Bankruptcy Act 1966 of the Commonwealth of Australia.

I am an individual of good reputation and character and have not been the subject of professional sanction or criminal charges relating to offensive behaviour, workplace or online bullying, property damage, sexual harassment, or racial vilification either in Australia or a foreign country. I have not been charged with or convicted of any offences relating to firearms, dishonesty, fraud, financial markets-related conduct or money laundering.

.....

(Board Member’s signature)

.....

(date)

6. SMJFL BOARD MEMBER CODE OF CONDUCT

6.1. Purpose of Code of Conduct

- 6.1.1. The purpose of this Code of Conduct is to outline the type of behaviour that the South Metro Junior Football League (SMJFL) requires from its Board Members and to set out clear principles and guidelines for the ethical and professional conduct of Board Members in effectively carrying out their responsibilities.
- 6.1.2. It sets out the standard of conduct expected from all Board Members, with the particular objective of ensuring that the SMJFL inspires the utmost faith, confidence, and support of all of its Members.
- 6.1.3. Board Members, by adopting this Code of Conduct, affirm their commitment to the principles of this Code, which seek to uphold and promote the values of honesty, integrity, enterprise, excellence, accountability, independence, and equality of opportunity.

6.2. Who does this Code of Conduct apply to?

- 6.2.1. This Code of Conduct applies to SMJFL Board Members whenever they are acting in their capacity as an SMJFL Board Member. Board Members are critical cultural leaders of the SMJFL and have a responsibility to role-model our values at all times, including:
- 6.2.2. Fun: we are passionate, energetic, and innovative;
- 6.2.3. Accountability: we work with openness and transparency;
- 6.2.4. Integrity: we act with independence, honesty, fairness, and impartiality;
- 6.2.5. Respect: we lead with tolerance, inclusiveness, and fairness for all.

6.3. General Principles

- 6.3.1. Board Members of the SMJFL must:
 - 6.3.1.1. Act honestly and in good faith in the interests of the SMJFL as a whole;
 - 6.3.1.2. Exercise the degree of care, skill, and diligence that a reasonable person in a like position would exercise in the SMJFL's circumstances;
 - 6.3.1.3. Exercise powers granted to them honestly and for the purposes for which they were conferred and not for ulterior purposes;
 - 6.3.1.4. Avoid any actual or potential conflict between the obligations owed to the SMJFL and a Board Member's personal interest or other duties;
 - 6.3.1.5. Not disclose any information that is obtained through their position that is confidential;
 - 6.3.1.6. Disclose advantages or business opportunities acquired in the course of their office;
 - 6.3.1.7. Prevent insolvent trading by the SMJFL;
 - 6.3.1.8. Be independent in judgment and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board;
 - 6.3.1.9. Be well prepared for Board Members meetings;

- 6.3.1.10. Make reasonable enquiries at Board Members meetings to ensure that the SMJFL is operating efficiently, effectively, and legally towards achieving the SMJFL's goals;
- 6.3.1.11. Undertake diligent analysis of all proposals and matters placed before the Board;
- 6.3.1.12. Acknowledge and embrace decisions of the Board when communicating with third parties, irrespective of their own personal views;
- 6.3.1.13. Treat fellow Board Members, SMJFL Members, volunteers and/or employees of the SMJFL with respect, courtesy, honesty, and fairness, having proper regard to their interests, opinions, rights, safety, and welfare;
- 6.3.1.14. Show respect for the opinions of other Board Members and allow each Board Member a fair and reasonable opportunity to contribute to discussion and decision making;
- 6.3.1.15. Not engage in conduct that would likely bring discredit upon the SMJFL or bring the Board Member or SMJFL into disrepute or would constitute conduct unbecoming of a Board Member of the SMJFL;
- 6.3.1.16. Refrain from any public comment regarding the considerations and determinations of the Board, unless authorized by the Board to do so;
- 6.3.1.17. Not abuse, harass, bully, intimidate, discriminate, threaten, or victimise other Board Members, colleagues, SMJFL Members, volunteers and/or employees of the SMJFL;
- 6.3.1.18. Comply with the content and themes of section 4.4 of this Code of Conduct regarding Child Safety;
- 6.3.1.19. Promote and encourage diversity, equality and inclusiveness in decision making and throughout the SMJFL;
- 6.3.1.20. At all times exemplify the SMJFL values and actively conduct themselves in a manner consistent with the critical statutory, cultural and leadership role of a Board Member of the SMJFL;
- 6.3.1.21. Comply with the spirit as well as the letter of the law and the principles in this Code of Conduct.

6.4. Child Safety

- 6.4.1. The SMJFL is a child safe organisation and has zero tolerance for child abuse. The SMJFL adheres to applicable Child Safety Standards and legislation. Board Members must be aware of their responsibilities outlined in the SMJFL's Child Safety and Safeguarding documents and be clear about processes for reporting and acting on concerns or reports of child abuse.
- 6.4.2. Board Members will respect, listen to and promote the rights of children and ensure behaviour and interactions with children are appropriate, respectful and adhere to the behavioural expectations outlined in the SMJFL's Child Safety and Safeguarding documents.

6.5. Breach of the Code of Conduct

- 6.5.1. A breach of this Code may be considered serious misconduct and require formal investigation and further action being taken.

- 6.5.2. In some situations, a breach of this Code may result in detriment to the SMJFL, and the Board Member may be liable for their actions under civil and criminal laws.
- 6.5.3. If a Board Member suspects that a breach of the Code of Conduct has occurred or will occur, he or she must report that breach to the Chair of the Board, or the Governance and People Committee Chair.
- 6.5.4. The SMJFL Conduct and Disciplinary Policy applies to any breach under this Code of Conduct.

6.6. Review

This Code will be reviewed by the Board at least every two years, or earlier as required.

7. BOARD INDUCTION POLICY

The intention of this Board Induction Policy is to ensure that new Board Members become familiar with the all the key operations and functions of the South Metro Junior Football League (SMJFL). Ideally all items in the checklist can be completed within 1 month of commencing. Any queries should be addressed to the Chair.

7.1. Initial Contact

Person Responsible – Chair

Description	Provided
Contact Board Member	
Board Member Role Description - Handout	
Board Charter - Handout	

7.2. Induction Manual

Person Responsible – CEO

Description	Provided
Current Board Member profiles	
Statement of Purpose & Rules and Strategic Plan	
Current year-to-date budget	
Relevant funding agreements	
Two most recent annual reports	
Organisational chart	
Contact information for Board Members and senior SMJFL staff	
Meeting schedule and event calendar	
Conflict of Interest Policy Handout	

7.3. Inductions

Person Responsible – Chair

Description	Completed
Introduce new Board Member to the Board and SMJFL staff	
Nominate a mentor, if appropriate	

7.4. Inclusions

Person Responsible – All Board Members

Description	Completed
Encourage the Board to welcome the new Board Member	

7.5. Roles and Responsibilities

Person Responsible – Assigned Mentor (or Chair)

Description	Completed
Roles and responsibilities of the Board / expectations	
Decision making process	
Outline Board performance and evaluation process	
Questions	

7.6. Briefing

Person Responsible – Assigned Mentor (or Chair)

Description	Completed
Recent minutes	
Overview of current issues	

7.7. Tour

Person Responsible – Assigned Mentor or CEO

Description	Completed
Conduct tour of organisations offices and facilities	
Introductions to SMJFL Staff Members	

7.8. Review

This Code will be reviewed by the Board at least every two years, or earlier as required.

8. CONFLICT OF INTEREST POLICY

8.1. Purpose

The purpose of this Policy is to assist the South Metro Junior Football League (SMJFL) Board Members to effectively identify, disclose and manage any actual, potential, or perceived conflicts of interest in order to meet their legal requirements as Office Holders and to protect the integrity of the SMJFL and effectively manage risk.

8.2. Objective

The SMJFL Board aims to ensure that Board Members are aware of their obligations to disclose any conflicts of interest that they may have and to comply with this Policy to ensure they effectively manage those conflicts of interest as representatives of the SMJFL.

8.3. Scope

This Policy applies to SMJFL Board Members and to members of any SMJFL appointed committees.

8.4. Definition of Conflicts of Interest

- 8.4.1. A conflict of interest occurs when one's personal interests' conflict with their responsibility to act in the best interests of the SMJFL. Personal interests include direct interests as well as those of family, friends, or other organisations a person may be involved with or have an interest in (for example, as a shareholder). It also includes a conflict between a Board Member's duty to the SMJFL and another duty that the Board Member has (for example, to another Board). A conflict of interest may be actual, potential, or perceived and may be financial or non-financial.
- 8.4.2. These situations present the risk that a Board Member will make a decision based on, or affected by, these influences, rather than in the best interests of the SMJFL and must be managed accordingly.

8.5. Policy

- 8.5.1. This Policy has been developed because conflicts of interest commonly arise, and do not need to present a problem to the SMFJL if they are openly and effectively managed. It is the Policy of the SMJFL, as well as a responsibility of the Board, that ethical, legal, financial, or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with the obligations to the SMJFL.
- 8.5.2. The SMJFL will manage conflicts of interest by requiring Board Members to:
 - 8.5.2.1. Avoid conflicts of interest where possible;
 - 8.5.2.2. Identify and disclose any conflicts of interests;

- 8.5.2.3. Carefully manage any conflicts of interest; and
- 8.5.2.4. Follow this Policy and respond to any breaches.

- 8.5.3. Responsibility of the Board:
 - 8.5.3.1. Establishing a system for identifying, disclosing, and managing conflicts of interest;
 - 8.5.3.2. Monitoring compliance with this Policy; and
 - 8.5.3.3. Reviewing this Policy regularly to ensure it is operating effectively.

- 8.5.4. The SMJFL must ensure that its Office Holders are aware of this Policy and that they disclose any actual or perceived material conflicts of interests as required by this Policy.

8.6. Identification and Disclosure of Conflicts of Interest

Once an actual, potential, or perceived conflict of interest is identified, it must be raised with the Board. At a minimum, any conflict of interest must be declared at the Board meeting whereby a possible conflict arises. The Board will record any information related to a conflict of interest, including the nature and extent of the conflict of interest and any steps taken to address it.

8.7. Action Required for Management of Conflicts of Interest of Office Holders

- 8.7.1. Once a conflict of interest has been appropriately disclosed, the Board (excluding the Office Holder disclosing and any other conflicted Office Holders) must decide whether or not the conflicted person should:
 - 8.7.1.1. Vote on the matter (this is a minimum);
 - 8.7.1.2. Participate in any debate; or
 - 8.7.1.3. Be present in the room during the debate and the voting.
- 8.7.2. In exceptional circumstances, such as where a conflict is significant or likely to prevent an Office Holder from regularly participating in discussions, it may be worth the Board considering whether it is appropriate for the person conflicted to resign from the Board.
- 8.7.3. What should be considered when deciding what action to take in deciding what approach to take, the Board will consider:
 - 8.7.3.1. Whether the conflict needs to be avoided or simply documented;
 - 8.7.3.2. Whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision making;
 - 8.7.3.3. Alternative options to avoid the conflict;
 - 8.7.3.4. The SMJFL's objects and resources; and
 - 8.7.3.5. The possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the SMJFL.
- 8.7.4. The approval of any action requires the agreement of at least a majority of the Board (excluding any conflicted Office Holder/s) who are present and voting at the meeting. The action and result of the voting will be recorded in the minutes of the meeting.

8.8. Compliance with this Policy

- 8.8.1. If the Board has a reason to believe that a person subject to the Policy has failed to comply with it, it will investigate the circumstances.
- 8.8.2. If it is found that this person has failed to disclose a conflict of interest, the Board may take action against them. This may include seeking to terminate their position as an Office Holder. If a person suspects that an Office Holder has failed to disclose a conflict of interest, they must notify the Chair who will contact the person to discuss the alleged breach of Policy.

8.9. Review

This Conflict of Interest Policy will be reviewed by the Board at least every two years, or earlier as required.

9. BOARD SUCCESSION POLICY & PROCEDURE

9.1. Introduction

The SMJFL Statement of Purposes & Rules clause 7 “Board Elections” sets out the nomination and election process for the SMJFL Board. Nominations must be signed by two Member Clubs (7.5(c)) and if the number of nominations exceeds the number of vacancies to be filled, a ballot must be held (7.8).

9.2. Purpose

- 9.2.1. In order to ensure the best outcomes for the SMJFL, the current Board believes that the SMJFL Board should comprise Members with an appropriate mix of skills and experience. We believe that a Board Succession Policy & Procedure will enhance the ability of the SMJFL to be served by Board Members who offer those traits. Such a Policy & Procedure should also encourage diversity and representation covering the breadth of SMJFL Members.
- 9.2.2. This approach aligns with “best practice” as set out by the Australian Sports Commission <https://www.sportaus.gov.au/governance>.

9.3. Objectives

The purpose of the SMJFL Board Succession Policy is to ensure that:

- 9.3.1. Future SMJFL needs are acknowledged;
- 9.3.2. Ensure governance transitions are smooth;
- 9.3.3. Potential disruption from unexpected departures is minimised;
- 9.3.4. The Board’s diversity and any regulatory compliance profile is maintained;
- 9.3.5. Board Members cover the breadth of SMJFL Members;
- 9.3.6. Board performance is assessed;
- 9.3.7. Gaps in Board expertise are identified and addressed;
- 9.3.8. New Board Members understand the SMJFL’s needs and have skills and experience that enables them to contribute towards the SMJFL’s strategic objectives.

9.4. Policy

- 9.4.1. The Board will maintain a “Board Skills Matrix” that lists the preferred skills and expertise provided by Board Members and the Board’s self-assessment against these traits. This self-assessment will cover the current Board and the Board Members who will remain on the Board after the next AGM.
- 9.4.2. When vacancies arise among the elected Board positions, the Board should encourage its network of contacts, within and external to the SMJFL membership, to identify appropriate individuals with the required competence, expertise, and experience to nominate for election.
- 9.4.3. In the absence of the required skills being elected to the Board and vacancies existing, it should consider appointing individuals where the Statement of Purposes & Rules provides.

- 9.4.4. In the event of a contested election, under Statement of Purposes & Rules Clause 7.8, the Board may, in advance of the ballot:
 - 9.4.4.1. Endorse one or more candidates; and / or
 - 9.4.4.2. Recommend Member Clubs vote for one or more candidates.
- 9.4.5. The Board will only do this after reviewing the competence, expertise, and experience of ongoing Board Members to identify potential gaps and assessing candidates against those gaps.
- 9.4.6. In assessing whether a candidate has the competence, expertise and experience required, the Board will consider the candidate's involvement with the SMJFL and its Member Club/s including, but not limited to, their contribution to Board subcommittees, SMJFL working groups and SMJFL Operations subcommittees (such as the Grading Committee).

9.5. Responsibilities

- 9.5.1. It shall be the responsibility of the SMJFL Board, its Members, and the CEO to:
 - 9.5.1.1. Maintain a "Board Skills Matrix" that lists the preferred characteristics provided by Board Members and the Board's self-assessment against these traits;
 - 9.5.1.2. Regularly assess its performance;
 - 9.5.1.3. Identify gaps in the "Board Skills Matrix";
 - 9.5.1.4. Explore among the SMJFL Membership and other networks, the possibility of nominating a person for a position on the SMJFL Board;
 - 9.5.1.5. Maintain a list of prospective candidates for the Board, via the SMJFL Governance Committee.
- 9.5.2. It shall be the responsibility of the SMJFL Governance Committee Chair to ensure that any nominees, candidates, or new Members acknowledge the SMJFL's Purposes, Policies, and procedures.

9.6. Procedures

- 9.6.1. The Board shall regularly assess its composition by reference to:
 - 9.6.1.1. Necessary areas of expertise;
 - 9.6.1.2. Diversity of age, gender, culture, and abilities;
 - 9.6.1.3. Contributions from relevant stakeholders across subcommittees and/ or the community in general;
- 9.6.2. The Board shall identify areas where existing Board composition falls short of that required. Board Members shall attempt to recruit Board candidates who might fill those gaps.
- 9.6.3. The Board shall collate suggestions from Board Members, Life Members and Member Clubs and maintain a list of suitable candidates for the Board, subcommittees and working parties.
- 9.6.4. Where vacancies occur on the Board or its committees and working parties, other than at the expiration of elected terms, appointments should first be considered from this list.

9.7. Review

This Board Succession Policy & Procedure document will be reviewed by the Board at least every two years, or earlier as required.

10. CEO DELEGATION OF AUTHORITY

10.1. Role of the CEO

10.1.1. The CEO shall:

- 10.1.1.1. Act honestly, diligently, and competently at all times in the fulfilment of his/her duties and responsibilities. In so doing the CEO shall use his / her best endeavours to promote and protect the interests of the SMJFL;
- 10.1.1.2. Be responsible for discharging all duties and responsibilities hereunder at all times during the normal hours of the SMJFL and at such other times as may reasonably be required by the Board having regard to the duties and responsibilities of the position;
- 10.1.1.3. Exercise all the rights, duties and powers that are conferred upon the CEO from time to time by any enactment, or by delegation from the Board;
- 10.1.1.4. Promote compliance with all statutory obligations imposed upon the SMJFL, the Board, or upon employees and volunteers;
- 10.1.1.5. Carry out and comply with all reasonable and lawful directions given by the Board or by any person authorised by the Board to give such directions;
- 10.1.1.6. Undertake such duties and exercise such powers, authority, and discretion in relation to the business of the SMJFL as may from time to time be delegated to the CEO;
- 10.1.1.7. Comply with all legal requirements, statutory or otherwise pertaining to the position and responsibility of the CEO; and
- 10.1.1.8. Faithfully serve the SMJFL and at all times use his/her best endeavours to promote its interests.

10.2. Direction of CEO Performance

10.2.1. The Board will:

- 10.2.1.1. Select, monitor and, if necessary, replace the CEO;
- 10.2.1.2. Maintain an up-to-date framework for defining the Board's expectations of the CEO's performance including the setting of a clear, annual performance indicators;
- 10.2.1.3. Provide regular, honest, and rigorous performance feedback to the CEO on the achievement of such expectations;
- 10.2.1.4. Ensure there are positive conditions for the motivation of the CEO and ensure that there is adequate training to support her/him in their role.

10.3. Delegation to the CEO

- 10.3.1. The Board delegates to the CEO responsibility for implementation of its strategic direction/strategic plan while complying with the CEO Delegation of Authority Policy.
- 10.3.2. The CEO is the primary linkage and point of accountability between the Board and the operational organisation.

- 10.3.3. Only the Board acting as a body can instruct the CEO.
- 10.3.4. The Board will make clear the SMJFL’s strategic direction including performance indicators to be applied to the Board when reviewing the SMJFL’s, and the CEO’s, performance.
- 10.3.5. The Board will make clear to the CEO in writing any limitations or limits it chooses to place on his or her freedom to take actions or make decisions that the Board deems to be unacceptable within the delegation, allowing the CEO any reasonable interpretation of these policies (further defined in the delegation and/or limitations policies set by the Board).
- 10.3.6. The CEO is responsible for the employment, management and performance evaluation of all staff employed/contracted to the organisation. Neither the Board nor individual Board Members will ‘instruct’ staff in any matters relating to their work.
- 10.3.7. Provided that the CEO achieves the outcomes sought by the Board and does so in a manner consistent with the Board’s policies and SMJFL’s values, the Board will respect and support the CEO’s choice of actions.
- 10.3.8. The expert knowledge and experience of individual Board Members is available to the CEO.

10.4. CEO Delegation Limits

Subject	CEO Delegation Authority limits
Annual Leave	The CEO should obtain clearance from the Chair before arranging their annual leave
Capital expenditure, Repairs and Maintenance	Board approval is required for unbudgeted expenditure in any one financial year: <ul style="list-style-type: none"> • Above \$2,000 for individual categories • Collectively above \$5,000
Consumable Goods, Equipment and Services	Board approval is required for unbudgeted expenditure in any one financial year: <ul style="list-style-type: none"> • Above \$2,000 for individual categories • Collectively above \$5,000
Contracts	Board approval is required for: <ul style="list-style-type: none"> • Contracts above \$25,000 for the life of the Contract • Contracts entered into in excess of 3 years
Major Decisions	Decisions regarding major projects, events and activities that are likely to generate revenue or incur costs above \$25,000 in any one year are required to be: <ul style="list-style-type: none"> • Assessed against a prepared business case or budget • Assessed against the SMJFL’s risk management framework • Approved by the Board
Membership Fees and Structure	The CEO shall work with the Finance and Football, Pathways & Talent Committees annually to set membership fees before tabling with the Board for approval
Membership Categories	The CEO may recommend changes to Membership categories, but these are defined in the Statement of Purpose & Rules and any changes may require Board and/or General Meeting approval

Public Relations	<ul style="list-style-type: none"> • The CEO may authorise routine public/media statements on behalf of the SMJFL • The Chair speaks on behalf of the Board • The CEO and Chair should consult on responses to significant issues on behalf of the SMJFL
Staff	<p>The CEO may not:</p> <ul style="list-style-type: none"> • Change the organisational structure or • Engage a replacement CEO
Write-offs and Disposal of Property	<p>Board approval is required for:</p> <ul style="list-style-type: none"> • Write-offs above \$2,000 • Disposal of property above \$5,000

10.5. CEO Authority

- 10.5.1. As long as the CEO applies any reasonable interpretation of the Board’s Policies, i.e. does not set out to defeat the stated intent or the spirit of the Policies, they are authorised to establish all operational Policies, make all operational decisions and design, implement and manage all operational practices and activities.
- 10.5.2. Acknowledging a Board Member’s right to have access to information necessary to meet their duty of care to the organisation, the CEO may defer instructions or requests from individual Board Members or from unofficial groups of Board Members if, in their opinion, such requests or instructions are:
- 10.5.2.1. Inconsistent with the Board’s Policies;
 - 10.5.2.2. Are deemed to make unjustifiable intrusions into the CEO’s or other Staff Members’ time;
 - 10.5.2.3. Are an unjustifiable cost to the organisation.
- 10.5.3. The CEO must notify the Chair of the use of point 9.1.2.

10.6. Policy Review

This CEO Delegation of Authority Policy will be reviewed by the Board at least every two years, or earlier as required.