



## BOARD ROLE OVERVIEW

The Board is the governing body of the Casey Basketball Association (CBA). The Board derives its authority from the process of election to the Board by Members of the Association and appointment to the Board by directors as provided for in the Constitution. The Board upholds the Association's Constitution.

The Board's primary roles are:

1. To set the strategic objectives of the Association, including determine core values,
2. To approve the annual budget for the Association, and
3. To ensure the Association is meeting its legislative and regulatory obligations.

The role of the Board is to:

- make decisions for the betterment of the CBA and basketball as a whole and not promote or advance the self-interest of individual clubs,
- appoint, dismiss, direct, support professional development for, evaluate the performance and determine the remuneration of the General Manager (GM),
- approve, monitor and review the financial and non-financial performance of the Association,
- ensure an effective system of internal controls exists, and is operating as expected, and that policies on key issues are in place, and appropriate, and that these can be applied effectively and legally to those participants or persons whom they are intended ,
- ensure risks are identified and managed within acceptable levels of appetite,
- ensure the Association complies with all relevant laws, codes of conduct and appropriate standards of behaviour,
- provide an avenue for key stakeholder input into the strategic direction of the Association,
- undertake a self-assessment of its performance at least annually, and
- be appropriately prepared for, and attend, board meetings that are held as determined by Board, the frequency of which is reviewed annually. In addition, Board members will attend the Annual General Meeting (AGM), sub-committee meetings (as deemed suitable) and other major events such as awards and social functions.

The CBA is accountable to its Members through the Board and is governed by its Constitution. 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. 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.



## **Composition of the Board**

The composition of the Board is determined in accordance with CBA's Constitution.

## **Director's Obligations**

### **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 CBA and other key stakeholders.

### **Role of individual Directors**

As Members of the Board, Directors share ultimate responsibility for CBA'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 CBA at all times,
2. Assist in CBA's strategic planning to ensure the leadership and growth of CBA.
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 CBA, including developing and using realistic Key Performance Indicators (KPIs),
5. Listen to CBA's members and key stakeholders, and work to ensure CBA manages and responds to them appropriately, helping maintain positive working relations with stakeholders,
6. Be prepared for Board meetings or acknowledge at the commencement of meetings not having had the opportunity to prepare as well as desired,
7. Maintain CBA's solidarity: be prepared to consider and debate matters within the confines of the Board, with informed and meaningful arguments, and to publicly support CBA's ultimate decisions, and
8. Perform their duties on an assigned sub-committee effectively (if relevant).