

## Role Description

The Board's primary role is one of trusteeship on behalf of its members and stakeholders, ensuring that Basketball Victoria (**BV**) remains viable and effective now and in the future.

The Board should:

- Make decisions for the betterment of BV and the sport of basketball as a whole.
- Determine BV's strategic direction, core values and ethical framework.
- Promote a culture of respect, equity and diligence in accordance with the objectives (clause 2) of the BV Constitution, across and within all facets of BV operations.
- Appoint, dismiss, direct, support professional development for, evaluate the performance and determine the remuneration of the Chief Executive (CEO).
- Monitor BV's workplace health and safety performance.
- Approve, monitor and review the financial and non-financial performance of BV.
- Ensure an effective system of governance and 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 for whom they are intended.
- Maintain a clearly articulated and effective grievance procedure.
- Ensure financial and non-financial risks are appropriately identified and managed.
- Ensure BV 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 BV.
- Ensure Board performance evaluation occurs regularly.

## Code of Conduct

1. The Board recognises the importance and value of diversity. Board members are expected to promote and encourage equity and inclusiveness throughout BV and consider age, gender, cultural background and people with a disability in decision making.
2. Board members are required to comply with the following legal duties:
  - (i) Act in good faith,
  - (ii) Act with reasonable care, skill and diligence (including avoidance of insolvent trading),
  - (iii) Not to improperly use information or position, and
  - (iv) To disclose and manage conflicts of interest.
3. Board members will also:
  - (i) Act honestly and in the best interests of the members of BV as a whole and not to represent individual constituents.
  - (ii) Act with integrity to ensure that the reputation of BV is managed, protected and enhanced.

- (iii) Contribute to a positive Board behaviour and culture by showing respect for other Board members' opinions and allowing each member a fair and equal opportunity to contribute to discussion and Board decision-making.
- (iv) Allow the CEO and the CEO's team to manage BV on a day-to-day basis to deliver agreed outcomes without undue interference.
- (v) Conduct through the CEO any approach to employees, contractors, volunteers and general service providers to BV (other than the Chair of the Audit Committee who may communicate directly with the CFO and the external auditors). Individual Board members have no inherent authority or executive power.
- (vi) Raise any negative sentiments about the actual or perceived conduct or performance of the CEO with the Board Chair or the full Board.
- (vii) Promptly disclose actual or potential conflicts of interest.
- (viii) Behave responsibly, particularly regarding confidential information.
- (ix) Not express personal opinions that are contrary to the view of the Board outside of Board meetings and discussions between Board members. The Board speaks as one voice.
- (x) Refrain from making any public statement unless authorised by the Chair or CEO.
- (xi) Uphold the highest standards of public behaviour. Board members are expected to:
  - (a) Maintain respectful and positive interactions with referees, referee supervisors and BV staff, particularly relating to any BV competition,
  - (b) Maintain respectful and positive interactions with parents, other spectators, team managers, coaches and players from BV,
  - (c) Maintain respectful and positive interactions with spectators, officials, coaches and players from other teams, clubs and associations,
  - (d) Avoid conflict and escalation wherever possible,
  - (e) Be aware of and comply with BV's Codes of Conduct for officials, administrators, spectators, players and coaches as published on its website,
  - (f) Lead by example.
- (xii) Be appropriately prepared for and commit to attend Board meetings. This includes reviewing papers before meetings, and acquainting themselves with the issues confronting the Board.
- (xiii) Attend the constituted General Meetings (AGM and State Conference), and meetings of any sub-committee to which the Board member has been appointed.
- (xiv) Provide the Secretary with Working with Children certificates and authority to undertake police checks as and when required.
- (xv) Promptly sign and return to the Secretary an annual statement confirming acceptance and compliance with this Code.

### **Consequences of breach of this code of conduct**

4. The following steps are to be followed if there is an alleged breach of this Code:

- (i) Chair to discuss alleged breaches with the relevant director;
- (ii) Director to be provided with the opportunity to respond;
- (iii) Chair may then convene a full board meeting to evaluate the matter, initially without the director in attendance, and then with the director in attendance;
- (iv) The Board may then resolve to have the matter either mediated, or reviewed by a member of the Law Institute;
- (v) The Board, applying clause 25.2(h) of the Constitution, may resolve to request the director resign from office with immediate effect, and the director in question must so resign.

*(Approved by BV Board on 13 June 2019)*