



Nepean Football Association

Board Charter

Adopted 3rd September 2025

Nepean Football Association Board Charter

Purpose

1. The Board of Directors of Nepean Football Association (NFA or Association) is responsible for the overall governance of NFA. This Board Charter (Charter) sets out the role, responsibilities, composition and processes of the Board.
2. The composition, structure and conduct of the Board is also governed by its Constitution, the Corporations Act, 2001 (Cth) and the general law.

Role of the Board

3. In general, the role of the Board is one of stewardship on behalf of the sport of football and other Football formats across the NFA and to make decisions that advance, promote and achieve the fulfilment of NFA's objectives as set out in the NFA Constitution.
4. The Board is responsible for the overall governance, management and strategic direction of the NFA including its associated entities overseeing the successful continuity of NFA's role as a football governing body, its business and its long-term viability, the provision of strategic guidance and direction and the effective oversight of Management. In carrying out its responsibilities and functions, the Board will discharge its legal duties in good faith, with care and diligence, act honestly and in the best interests of the NFA.
5. The Board is expected to demonstrate leadership by acting in accordance with NFA's values, setting the "tone from the top", challenging Management where appropriate and providing informed direction, advice, and guidance generally.
6. The Directors shall review the strategies, performance, culture and policies of NFA, recommended by Management, have due regard and consideration to NFA's objectives that include to govern, administer and regulate football and relevant Footballing formats across the NFA footprint, and protect stakeholders from abuse and to promote, provide for, regulate and manage all football activities including but not limited to competition and non-competition games
7. The key functions of the Board, include, but are not limited to:
 - (a) appointing, supporting, providing advice and counsel to, and evaluating the performance of, the Chief Executive Officer (CEO);
 - (b) setting the performance criteria for the CEO, which are to be regularly reviewed by the Board; approving strategic direction for NFA including all its associated entities and effective oversight of Management;
 - (c) approving the Declarations of Leagues and Competition Fees;
 - (d) through constructive engagement with Management and key stakeholders, reviewing, adding value to, approving and monitoring NFA's values, ethical framework, policies, strategic direction and objectives;
 - (e) supporting, reviewing and monitoring the operational and financial performance of NFA;
 - (f) approving the NFA annual financial budget including all its entities annual financial budgets;
 - (g) monitoring key financial and non-financial risk areas by ensuring the implementation of an effective risk management and internal control framework;

- (h) considering and approving NFA's organisational structure and resourcing,
- (i) considering and approving NFA's capital expenditure and significant or material contracts pursuant to financial delegations;
- (j) considering and exercising all of the Association's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Association or of any other person;
- (k) determining membership and role of Advisory Committees;
- (l) ensuring a diverse and effective Board, consistent with the NFA Constitution and appropriate charters, policies and procedures for the Board and Advisory Committees;
- (m) managing Directors' interests, and any actual, potential or perceived conflicts of interests and declare them in writing to the Chair, the Board and to the CEO, as soon as possible after they arise as well as leaving a Board meeting and not participating in Board deliberations and voting in respect of a resolution whenever there is a material personal interest;
- (n) the Board assessing its performance and that of individual Directors and the fulfillment of its responsibilities under this Charter annually.
- (o) reviewing and recommending the amendment of the NFA Constitution, regulations and other NFA by reviewing the NFA financial delegations of Management as necessary;
- (p) overseeing NFA's compliance with any applicable laws and regulations and any major litigation to which the Organization is a party;
- (q) reviewing any matters pertaining to NFA's members, including meetings, communications and the management of relations;
- (r) develop, review and approve a NFA Board Code of Conduct; and
- (s) appointing and removing the CEO

Directors' Duties

8. Directors must act in accordance with applicable legal and statutory requirements, and properly discharge all of their duties, including:
 - (a) acting in good faith and honestly, in the best interests of NFA;
 - (b) using their powers of office for a proper purpose;
 - (c) acting with the requisite care, skill and diligence, demonstrating fairness and reasonableness in their decision-making;
 - (d) not making improper use of information gained through their position as a Director of NFA;
 - (e) understanding NFA's finances to reach a reasonably informed opinion of its financial position and to approve the Company's audited annual financial statements;
 - (f) not permitting NFA to engage in insolvent trading;
 - (g) making reasonable enquiries and asking questions of the CEO and Management in order to ensure that NFA is operating efficiently, effectively and legally;
 - (h) understanding the operational and potential reputational risks to NFA; undertaking diligent consideration and analysis of all proposals put to the Board; and
 - (i) exercising independent thinking and judgement in the discharge of their responsibilities.

Director Conduct

9. The Board shall work as a collegiate team and adhere, in good faith, at Board meetings as well as any other interactions or engagements outside Board meetings, including with stakeholders, with the following standards of conduct which shall include, but not be limited to:
 - (i) acting and behaving ethically in accordance with NFA's values;
 - (ii) maintaining confidentiality of all Board discussions, deliberations and decisions (except where decisions are required to be publicly disclosed);
 - (iii) using judgement and commonsense when discussing issues in Board meetings;
 - (iv) overseeing the effective management of NFA and making key decisions in a timely manner;
 - (v) preparing thoroughly for each Board and Committee meeting and adding value by their active and considered participation and discussion at such meetings;
 - (vi) behaving in a professional, respectful and courteous manner towards fellow Directors and refraining from making any personal attacks that are critical of a fellow Director or any NFA employee;
 - (vii) not engaging in any conduct or making any public statement likely or intended to prejudice, harm, defame or otherwise discredit or denigrate NFA, or any fellow NFA Director, member, employee, partner, sponsor, or the administration, governance and regulation of football across the Association; Director, member, employee, partner, sponsor, or the administration, governance and across the Association;
 - (viii) supporting Board decisions in discussions or representations made outside the Board Room, including, but not limited to, any members, stakeholders, employees, partners, and suppliers; and
 - (ix) complying with the terms of this Charter, the NFA Constitution, the NFA Code of Board Conduct, and any applicable legal or regulatory requirements.

Roles and Responsibilities of the Chair

10. In accordance with the NFA Constitution, the Chair shall be an Elected Director who is elected by the Elected Directors and shall remain Chair, subject to remaining an Elected Director, until the end of the next Annual General Meeting (AGM) of the Company at which an election of an Elected Director(s) takes place.
11. The Chair shall lead the Board and preside as chair of each Board meeting and the Company's AGM as well as oversee the performance of the Board to ensure that the Board conforms with the requirements of this Charter.
12. The Chair shall undertake the following specific responsibilities:
 - (i) represent the views of the Board to members, stakeholders, regulators, media and the general community;
 - (ii) foster and encourage a respectful, open, inclusive and, as appropriate, a robust discussion and debate by the Board, and with Management;
 - (iii) maintain a regular, open and constructive dialogue with the NFA CEO and Management, serving as the primary conduit between the Board and Management; and
 - (iv) liaise and collaborate with the CEO in respect of reviewing and settling the agenda for each Board meeting and AGM and with the Company Secretary in respect of any information or advice required to better facilitate and assist the Board generally in its decision-making processes.

Composition of the Board

13. The size and composition of the Board shall be determined in accordance with the NFA Constitution.
14. The Board should demonstrate a strong and public commitment to progressing towards achieving its diversity, equity, gender balance and inclusion goals within its Board composition.
15. The Board shall review the Board's skills matrix on a regular basis to ensure that any gaps in the collective skills of the Board are part of NFA's professional development initiatives for Directors and for the purposes of evaluating the balance of skills, knowledge, experience, independence and diversity on the Board, for the purposes of assisting in determining the capabilities required when recruiting for Appointed Directors.

Board Meetings

16. Directors may be excused from being present at Board meetings if a prior leave of absence is approved by the Board.
17. The office of Director becomes vacant if a Director is not present personally at three consecutive Board meetings without an approved leave of absence provided by the Board.

Access and Advice

18. The Board shall have free and unfettered access to Management and any other internal or external persons that may be required to fulfil its responsibilities. Such access shall be facilitated for the Board by the CEO.
19. The Board may, with the majority approval of the entire Board, where practicable, engage, consult and seek independent advice from such consultants or experts, at the Associations expense, as may be required from time to time to properly discharge its responsibilities.

Charter Review

20. The Board may review and amend this Charter, as appropriate, or on an annual basis

REVISION HISTORY

DATE	VERSION #	NOTES
03Sep25	1	Adopted by NFA Board of Directors