



South Fremantle Football Club (SFFC)

AGM EXTRACT

Board Governance Charter

October 2025

Introduction

South Fremantle Football Club (SFFC – the Club), is a not-for-profit organisation that promotes and administers Australian Rules football for registered players, officials and members. Australian Rules Football is a recreational and social activity, offering an inclusive environment for both male and female participants.

Our Vision:

To be the Premier Family Club. We are inclusive, we live the Bulldogs spirit, we are more than football.

Our Purpose:

To inspire, enrich and strengthen our community through the growth and development of Australian Rules Football.

Our Ambitions:

Run the best football programs in WA

- Compete in Finals, and win WAFL and WAFLW Premierships
- Develop AFL and AFLW footballers
- Develop great footballers and outstanding people
- Have a strong presence and a positive influence in SFFC zoned communities

Be operationally excellent

- High performance is the cornerstone of our decisions and actions
- Be proud in leading, humble in sharing
- Adhere to governance best practice
- Provide connection to our family: we're a destination for all

Set up our future

- Redevelop our facilities to deliver best-in-class user amenities
- Pursue projects that add commercial and brand value
- Position the SFFC brand as recognisable, valuable, desirable
- Embrace our heritage and honour our past

Safeguard our Club

- Be profitable
- Be debt free
- Be financially stable, independent and sustainable
- Preserve and grow our asset base

The purpose of this Board Governance Charter is to establish an effective governance framework that establishes a consistent standard of corporate governance practice and promotes sound and prudent management in the interests of all those involved with SFFC.

The Charter sets out the responsibilities of key SFFC stakeholders, as well as protocols for the operation of the Board and associated Committees.

Role of the Board

The Board's primary responsibility is to direct the affairs of SFFC on behalf of its members. Individual Directors represent and serve the interest of members and collectively oversee and appraise the strategies, major policies and performance of the organisation.

The powers of the Board are exercised in accordance with section 13.2 of the Club Constitution. In particular, the Board as the controlling authority of the Club, is responsible for acting on all issues in accordance with the objects of the Club and shall operate for the collective and mutual benefit of the Club and the sport of Australian Rules football.

The performance of the organisation is driven by the strategies that are developed by the Board and the Chief Executive Officer (CEO) and implemented by CEO, the management team ('Management') and staff. The Board aims to bring an independent and objective view to the organisation's decisions, provide guidance to Management with respect to strategy implementation, and review the effectiveness of Management in delivering upon those strategies. The Board also ensures that sufficient control and accountability systems are in place to accurately measure and report upon the performance of the Club.

The principal functions and responsibilities of the Board include:

Leadership and governance

- Guiding the development of appropriate culture and values in the Club through the establishment and review of Codes of Conduct, rules and procedures to enforce ethical behaviour and provide guidance on appropriate football and commercial issues.
- Acting in a manner consistent with the Club culture and Code of Conduct.

Board management, succession and performance evaluation

- Developing an annual Board Calendar.
- Ensuring individual Directorship is suitable.
- Ensuring the structure of the Board is appropriate for the current circumstances of the Club, having in place effective succession planning procedures to address future challenges.
- Undertaking annual performance evaluation of the Board to identify appropriate ongoing professional development and to generate succession plans for Directorship.
- Providing developmental activities for Directors to ensure the Board is fully cognisant of current best practice methodology.

Strategy formulation and approval

- Working with the CEO to ensure that an appropriate vision, strategic direction and initiatives are in place.
- Regularly reviewing, re-aligning and updating the Club's strategic direction and goals.
- Overseeing planning activities including the development and approval of strategic and operational plans, annual and long-term budgets including operating budgets, capital expenditure and cash flow forecasts.
- Reviewing the progress and performance of the Club in meeting these plans and objectives, including reporting outcomes on an annual basis to stakeholders and members.

- Overseeing the control and accountability systems that ensure the Club is progressing toward the goals set by the Board and in line with the Club's purpose, the agreed strategy, legislative requirements and community expectations.

CEO selection, monitoring, evaluation, succession, remuneration and, when necessary, removal

- Appointing, ratifying and remunerating the CEO.
- Developing the terms and conditions of appointment and ensuring a succession plan is developed.
- Managing the performance of the CEO.
- Providing advice and counsel to the CEO including formal reviews and feedback on their performance.
- Ensuring that the CEO has appropriate human resource systems in place to ensure the well-being and effective contribution of all employees.

Selection, monitoring, evaluation, succession, remuneration and, when necessary, removal of the senior male and female coaches

- Appointing, ratifying and remunerating the senior male and female coaches.
- Developing the terms and conditions of appointment and ensuring a succession plan is developed.
- In conjunction with the Football Committee, managing the performance of the male and female senior coaches.
- In conjunction with the Football Committee, providing advice and counsel to the senior male and female coaches including formal reviews and feedback on their performance.
- In conjunction with the Football Committee, ensuring that the senior male and female coaches have appropriate human resource systems in place to ensure the well-being and effective contribution of all coaching staff.

Ensuring effective governance processes are implemented

- Developing and applying an effective governance framework for the organisation that promotes sound and prudent management in the interests of all stakeholders.

Determining the values and culture of the Board

- Setting the Board's corporate culture and values in the context of the existing culture, and the desired future culture.

Ensuring appropriate risk management is in place

- Ensuring robust and effective risk management, internal controls, and ethical and legal compliance, including ensuring that appropriate policies and practices are in place to identify and manage the main risks associated with SFFC's operations.
- Monitoring, reviewing, and assessing risk management and internal controls on a regular basis.
- Complying with legal and ethical standards.

Financial control and monitoring solvency

- Ensuring that an appropriate set of internal controls are implemented and reviewed regularly.
- Reviewing and approving material investments, capital expenditure, acquisitions and investments, and expenditure outside approved budget and delegations.
- Approving and monitoring financial and other reporting, including reporting to members.
- Monitoring processes aimed at ensuring the integrity of financial and other reporting, including the annual external audit.

Development of delegation authorities

- Delegating authorities to the CEO to ensure the effective day-to-day management of the business and monitoring of the exercise of these powers.
- Making all decisions outside the scope of these delegated powers.
- Approving and monitoring the progress of major capital expenditure, capital management and acquisitions.

Policy formulation

- Adopting governance principles and policies and encouraging ethical behaviours and compliance with these principles and policies.
- Reviewing and approving policies and ensuring that the CEO implements appropriate procedures to meet the intent of policies.

Code of Conduct

- Establishing a Code of Conduct that applies to the Board and Committees of the Club, including external appointees of Board Committees. The Code of Conduct is to describe the obligations and behaviours expected of members and is to be underpinned by the following ethical principles: integrity, accountability, honesty, impartiality and objectivity.

Board Committees

- Some Board functions will be delegated to Board Committees. The Board is responsible for determining the extent of powers residing in each Committee and is ultimately responsible for accepting, modifying or rejecting Committee recommendations.

Communication with key stakeholders and members

- Ensuring accountability to Club members and other stakeholders, primarily through adopting an effective stakeholder communications strategy and encouraging effective participation throughout the year and at General Meetings.

Role of Board Members (Directors)

The Board's primary responsibility is to direct the affairs of SFFC on behalf of its members. Individual Directors represent and serve the interests of members and collectively oversee and appraise the strategies, major policies, overall operations, performance and legal conformance of the Club.

Principal functions and responsibilities of Directors include:

- Ensuring effective governance of the Club.
- Formulation of the Club's strategic direction.
- Reviewing, approving and monitoring the strategic plan and annual budget.
- Monitoring and assessing performance of the Club, both on and off-field.
- Development of Board and organisational policies.
- Ensuring compliance with legal requirements.
- Monitoring of risks associated with the operation of the Club.
- Recruitment and monitoring the performance of the CEO.
- Involvement with Board Committees.
- Identifying skills required by the Board and considering potential candidates for service on the Board.

Directors have a duty to understand the Club, its operating environment and financial position, and to apply their expertise and skill in the Club's best interests. Directors also have operational responsibilities to:

- a. Where practical, attend all meetings of the Board or Committees of which they are a member and ensure they are adequately prepared by obtaining and thoroughly reviewing all agenda items.
- b. Analyse, question, request information, raise matters of concern and fully canvas all aspects of any issue confronting the Club.
- c. Be independent in judgement and actions and take all reasonable steps to be satisfied as to the soundness of decisions taken by the Board.
- d. Ensure they have and maintain adequate knowledge of their legal responsibilities and are familiar with legislation and regulations governing the operations of the Club.
- e. Adhere to the values of the Club in their dealings with all stakeholders.
- f. Take all reasonable steps to represent, promote and demonstrate a commitment to the Club, members and the wider community.
- g. Be available to and maintain open lines of communication with members to promote the values, vision, mission and strategies of the Club.

The Board Code of Conduct sets standards to guide the decisions, actions and behaviours of the SFFC Board. The Code of Conduct provides further detail as to the role and responsibilities of Directors, and illustrates the obligations and behaviours expected.

A copy of the Code of Conduct will be provided to all persons nominating for a SFFC Director position.

New Board members will be provided with a Letter of Appointment which sets out the key terms and conditions of their appointment as a Director.

Board Code of Conduct

SFFC Directors must pursue, and must be seen to pursue, the best interest of the Club and its members. Directors must perform their duties impartially, with professionalism, objectivity and integrity. To maintain the confidence of Club members in the Board, it is essential that Directors exhibit the highest possible standards in carrying out their duties.

This Code of Conduct sets out the standards of behaviour for SFFC Directors. It describes obligations and required behaviours of those who serve on the SFFC Board.

The Code is underpinned by the following ethical principles:

- Integrity
- Accountability
- Honesty
- Impartiality
- Objectivity

SFFC Directors are required to meet the following basic standards:

- Respect the rights, dignity and worth of others.
- Be fair, considerate and honest in all dealings with others.
- Be professional in, and accept responsibility for, his/her actions.
- Make a commitment to giving quality service for as long as the Directorship continues.
- Be aware of, and maintain an uncompromising adherence to SFFC standards, rules and policies.
- Be aware that first and foremost you are a SFFC Director. Note that any additional positions you may hold (e.g., Sponsor, Team Manager, Life Member) in no way absolve your official duties as a SFFC Director at any time.
- Operate within WAFC guidelines that govern SFFC.

Specifically, SFFC Directors are to behave in the following manner:

Conduct

- Act in the best interests of SFFC.
- Carry out their duties in a lawful manner and ensure that SFFC carries out its business in accordance with the law and the SFFC Constitution.
- Contribute to the realisation of SFFC's vision, mission and values.
- Not do anything that in any way maligns SFFC or harms the Club's public image.

Meetings

- Avoid conflicts of interests.
- Be diligent; devote sufficient time to prepare for Board meetings thereby allowing full and appropriate participation in the decision-making process.
- Interact with the Board and wider Club in a positive and constructive manner.
- Listen and respect the views of others.
- Make informed decisions and give due consideration to differing points of view on the Board and amongst Club members.
- Accept and support the decision of the majority.

- Participate in Board performance appraisal, renewal and succession planning.
- Exercise independent judgement and action and take reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.

Strategy and Advocacy

- Contribute to the development, implementation and review of Club strategy and ensure that all activities undertaken by the Club are responsive and appropriate to the needs and interests of members.
- Ensure all Board and Club activities comply with the Constitution, By-Laws, Rules and Policies.
- Ensure that the Board is accountable to members by documenting and communicating actions and decisions, as appropriate.

Integrity and Respect

- Act with honesty, integrity, in good faith and in the best interests of the Club and its members.
- Disclose any instance of fraud or corruption on the Board or within the Club.
- Ensure that SFFC complies with all laws governing its operations.
- Undertake Director duties with appropriate care and diligence and understand and exercise any authorities responsibly and within their limits.
- Deal honestly with all stakeholders.
- Treat all stakeholders with dignity and respect.
- Not discriminate against, harass or bully others.
- Not engage in conduct likely to bring discredit upon the Club.
- Not abuse their position to obtain advantage for themselves, their family members or close associates, and/or demonstrate abuse of authority.

Conflicts of Interest

- Act in accordance with the Board Conflicts of Interest Policy.
- Avoid being placed in an actual, apparent or potential situation of making a decision in relation to SFFC business that might be affected by a personal interest.
- Disclose conflicts of interest promptly and clearly.
- Not accept gifts of hospitality that might reasonably be thought to influence judgement.
- Not take improper advantage of being a Board member.

Confidentiality

- Observe and respect the confidentiality of non-public information acquired by Club.
- Respect the confidentiality of the content of Board papers, discussions, decisions and related correspondence.
- Ensure that the President, the CEO, or their nominees are the only people to speak to the media on behalf of SFFC.
- Do not disclose or allow to be disclosed, confidential information received in the course of the exercise of Director duties, unless that disclosure has been authorised by the Board or is required to be disclosed by law.
- Not knowingly or recklessly disseminate false or misleading information in matters before the Board.
- Not make improper use of information acquired as a Board member.

Finance

- Act in accordance with Director's fiduciary duties, complying with the spirit and the letter of the law.
- Ensure that members are provided with an accurate and balanced view of SFFC's performance.
- Ensure that SFFC assets are protected using a suitable risk management strategy.

Compliance

- Comply with the law, the Code of Conduct and all applicable SFFC policies and procedures.
- Complete all induction and education programs required to build and maintain awareness and understanding of relevant laws, policies, procedures and practices.
- Report all breaches of this Code of Conduct to the President.

Relationship with CEO

- Develop performance indicators and define results that are to be achieved by the CEO, including appropriate reporting and appraisal processes and agreed timeframes.
- Support the CEO by only communicating with staff either through the CEO or with the CEO's endorsement.
- Perform a pastoral role to the CEO, if/as required.

Communication

- Inside Board meetings, Directors have a duty to be forthright; to question their own and other's positions, to request information on which to make informed decisions, to raise issues of consequence and concern, to fully canvas all aspects of any issue confronting the Club, and to cast their vote on any resolution according to their own best judgement.
- Outside the boardroom, Directors must fully support the letter and spirit of Board decisions in discussions with all Club members and other stakeholders.

The Board is expected to work diligently together, as a unified group, to meet and uphold the standards of behaviour described in this Code. Failure to uphold the Code may result in the termination of a Director's tenure as a SFFC Board member. See Appendix 3 for the Director's Code of Conduct Undertaking.

Board Induction and Education

All new SFFC Board members will undergo an appropriate induction process designed to enhance the ability of new members to participate fully and actively in Board decision-making at the earliest opportunity.

The Board induction process aims to ensure that new Board members gain an appropriate level of knowledge and a clear understanding of:

- The football environment in WA.
- The structure of the WAFC.
- The history of SFFC.
- SFFC Mission, Vision and Values.
- SFFC strategy and direction.
- SFFC's financial, strategic and operational position.
- SFFC's risk management position.
- The rights, duties and responsibilities of the Board and individual Board members.
- The roles and responsibilities of the CEO.
- The role of Board Committees.

Induction of New Board Members

The President and CEO are responsible for the induction of new Board members. The induction process will include the provision of an Induction Package followed by a formal meeting with the President and CEO.

The Induction Package is to contain the following documents/information:

1. SFFC Constitution.
2. SFFC Board Governance Charter, including the Board Code of Conduct.
3. SFFC Strategic Plan.
4. SFFC Risk Management Plan and Risk Register.
5. Minutes of the previous three Board meetings, to include Balance sheet, profit and loss and cash flow reports.
6. SFFC Annual Report and financial statements for the previous financial year.
7. Short descriptions of key projects associated funding and how they fit into the strategic direction of the Club.
8. Conflict of Interest policy and procedures.
9. A Schedule of Board Meetings and other key dates.
10. Overview and brief history of the organisation, including an organisational chart.
11. CEO duty statement.
12. Board and staff profiles.
13. Contact details for Board members, CEO and other key contacts.
14. Bank paperwork as required.
15. Uniform requirements and measurements.

The meeting with the President and CEO will take place after the new Board member has been provided with the Induction Package, and before their first Board meeting. The meeting will consist of the issuing of a Letter of Appointment (see Appendix 1) and a discussion of the following:

- Rights, duties and responsibilities of Board members.

- Values and expectations of the Board, including the term of appointment and time commitments.
- The Board governance framework.
- Conflicts of interest.
- Meeting processes.
- Arrangements for continuous improvement and appraisal.
- Confidentiality.
- The induction package.

New and re-elected Board members are to sign and return the following documents prior to their first Board meeting:

1. Letter of Appointment, accepting the terms outlined.
2. Director's Code of Conduct undertaking.
3. Conflict of Interest Disclosure form.

The CEO will arrange for new Board members to be introduced to SFFC Management and staff at the earliest opportunity after appointment.

Board Attire

Directors will be issued with the following uniform items to be worn when attending official meetings, functions or events in the capacity of a Club Director:

- Club polo shirt
- Formal Club shirt
- Club tie

Board Committee Members

The Chairs of Committees will be responsible for ensuring that new Committee members have an adequate understanding of the Committee's role and practices. New Committee Members will be provided with a copy of the Committee's Terms of Reference, together with copies of minutes of recent meetings and other relevant information, including policies, procedures, and reports.

Education

Professional development and relevant training may be made available to Board members in order to update and enhance their skills and knowledge. Collective development and training as well as individual Board member's development and training needs will be identified through Board performance appraisal processes. Opportunities will be considered when developing the Board calendar and in conjunction with the preparation of the annual budget.

Directors are encouraged to utilise the free governance related training and reference materials available through the [Australian Sports Commission](#). All new Directors must complete as initial training:

- The Start Line – Sport Governance Foundations Course

Directors are strongly encouraged to complete the other 2 modules offered:

- The Defence – Risk Education for Directors
- The Spirit of the Game – Organisational Culture

Training opportunities may be made available from the WAFC and/or Department of Local Government, Sport and Cultural Industries from time to time.