

## 12.0 By Law - TV Board and Directors' role summary & Code of Conduct declaration

### Role of the Board

The primary role of the Tennis Victoria Board is one of trusteeship on behalf of its members and stakeholders, ensuring that the organisation remains viable and effective in the present and future in acting for the greater good of the sport.

The work of the Board to achieve this is through:

- Determining the organisation's strategic direction, core values and ethical framework
- Appointing, dismissing, directing, supporting the professional development for, evaluating the performance and determining the remuneration of, the CEO
- Approving, monitoring and reviewing the financial (including approving the finance audit report) and non-financial performance of the organisation
- Ensuring an effective system of internal controls exist and are operating as expected, and that appropriate policies on key issues are being applied effectively and legally as intended
- Ensuring financial and non-financial risks are appropriately identified and managed
- Ensuring the organisation complies with all relevant law, codes of conduct and appropriate standards of behaviour
- Providing an avenue for key stakeholder input into the strategic direction of the organisation
- Ensuring effective Director, Board and Chair performance evaluation occurs regularly.

### Role of Directors

The Board is comprised of Directors, who are temporary custodians of the sport who individually and jointly have legal and ethical obligations to act solely in the best interest of the organisation and the sport.

Each Director brings their own views, skills and experiences to their role, the diversity of which is embraced by the organisation. Some of the experience which Directors may draw upon in the exercise of their duties may be from roles held in the past, or concurrently, in other tennis organisations such as clubs and associations. Further, Directors may have been nominated or elected to their role by such organisations. Importantly and fundamentally, the responsibility of Directors in discharging their duties is to make decisions for the betterment of Tennis Victoria as a whole, and not to promote or advance self or vested interests, or those of any other tennis body.

### Commitments to Individual and Collective Behaviours

As a Director of Tennis Victoria, I (name) .....

1. Acknowledge my fiduciary duty – a legal duty of trust and loyalty – to Tennis Victoria
2. Acknowledge my duty to act in good faith with care and diligence at all times in the best interest of the organisation as a whole. As part of this duty I undertake to review Board papers before Board meetings and to fully acquaint myself with all strategic and policy issues confronting the organisation.
3. Will review the draft minutes of Board meetings and advise of any amendments I believe are required for the minutes to be a true and accurate record of the meeting. Following the approval by the Board of the minutes of a meeting I will immediately destroy any and all notes from the meeting, or provide such to management for destruction.
4. Will put the greater good of the sport of tennis and the organisation above any interests of myself or any other tennis or other body that I may be involved with.
5. Undertake to disclose any and all perceived, possible and actual Conflicts of Interest in a timely manner, and to submit myself to the direction of the Board in dealings with such Conflicts of Interest. Specifically, I will not be involved in the Board discussion, consideration or determination of any issue to which I have a Conflict of Interest.
  - a. Agree that where I hold a position as a Director of Tennis Victoria and a position on the management committee or board of any other tennis body and a Conflict of Interest arises (perceived, possible or actual), I will not be involved in the Tennis Victoria Board discussion or the tennis body board/committee discussion or any consideration or determination of such issue.
6. Will uphold the confidentiality of discussions at Board meetings.
7. Will contribute to a positive Board behaviour and culture by showing respect for the opinions of other Board members, and allowing each member a fair and equal opportunity to contribute to discussion and decision making.
8. Embrace that I am an Ambassador for Tennis Victoria, and that the Board will 'speak with one voice' when communicating with the outside world, regardless of my own personal or representational views.
9. Acknowledge that the role of a Director is not an operational one; and acknowledge that the conduct and output of operational activities of the organisation will be through the CEO.

10. Will not represent a Tennis Body, other than Tennis Victoria, at any Tennis Victoria Forum or Meeting.

I also declare that I am a fit and proper person to be a Director of Tennis Victoria and that I am not:

- bankrupt, nor have made any arrangement or composition with my creditors generally;
- of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- directly or indirectly interested in any contract or proposed contract with the Association for which I would fail to declare the nature of my interest;
- prohibited from being a director of a corporation under the Corporations Act, or an office bearer under the Associations Incorporation Act (2012).

If I am found by a majority of my fellow Directors acting reasonably and in good faith that:

- I have not upheld my duties and/or legal responsibilities as a Director;
- I have not acted in the best interests of Tennis Victoria or of Tennis;
- I have failed to follow a Board resolution;
- I have breached this Code of Conduct or the Constitution or other rules, regulations, policies or by-laws of Tennis Victoria;
- I have at any time committed an anti-doping rule violation or otherwise contravened any anti-doping policy whether Tennis Victoria's or any other sporting body;
- I have been charged with or convicted of a crime;
- I have breached confidentiality;
- I have brought myself, Tennis or Tennis Victoria into disrepute as a result of my action or omission including any statement I make;
- I have made disparaging comments about other Directors, the Board or Tennis Victoria; or
- I have acted in a manner prejudicial to the interests of Tennis Victoria or Tennis or unbecoming of a Director;

I hereby agree that my position on the Board is no longer tenable and that I will submit my written resignation immediately.

**[Director's Signature]** ..... **Date:** .....

Last approved by the Board – 12 December 2018