



GOVERNANCE MANUAL

JULY 2026



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1 THE ENTITY OF NORTH GOLD COAST SEAHAWKS (NGCS) BASKETBALL INC.

1.1 About North Gold Coast Seahawks Basketball Inc. (NGCS)

Legal Structure

NGCS is an Incorporated Association delivering basketball in the North Gold Coast region of Queensland.

Objectives

1. to conduct basketball competitions for junior and senior players both female and male.
2. to develop and promote the game of basketball at the amateur level on the Gold Coast and its environs.
3. to instruct and educate players, referees, coaches, and volunteers in the conduct of the game.
4. to form teams to represent the association at interregional and intrastate competitions.
5. to organise tournaments, camps, and representative fixtures for the purpose of promotion of basketball on the Gold Coast and its environs.

Not-for-profit character

NGCS is a not-for-profit association.

Despite this, NGCS not-for-profit character does not prohibit it from generating operating surpluses if the surpluses are set aside for the future pursuit of the objectives set out in the NGCS Constitution; however, NGCS cannot:

- distribute its profits, money, or assets among its members; or
- operate for the stand-alone purpose of generating surpluses or making money
- Fail to deliver its objectives in the pursuit of surplus

Legal obligations

1. NGCS and members of its Board are subject to a range of legal obligations, including those existing under the *Incorporated Associations Act 1981 QLD*.

2. Child Protection Act 1999

3. Child Safe Organisations Act 2024

2 BOARD GOVERNANCE

The board of directors sets **strategic direction, ensures financial health, oversees governance and policy development, manages risk**, and appoints senior management, focusing on the organisation's long-term vision rather than day-to-day operations, which are handled by the General Manager and their management team. Key roles include governance, financial management, risk management, and high-performance oversight, with directors acting as fiduciaries for members and stakeholders.

2.1 The Board

As set out in clause 20.1 of the NGCS Constitution, the Board consists of nine (9) people. The following positions must be elected by its membership:

- a. Director 1 - President
- b. Director 2 - Vice-President
- c. Director 3 - Treasurer
- d. Director 4 - Secretary
- e. Director 5-9 General Board Members

All the members of the Board other than the Secretary must be members of the association.

At each annual general meeting of the association, the members of the Board whom have served their two year term, must retire from office, but are eligible, on nomination, for re-election subject to the tenure periods of two (2) years.

There are requirements set out in rule 21 of the Constitution related to the Secretary. Rule 21.2 states that “the Secretary must be an individual residing in Queensland, or in another State but not more than 65 km from the Queensland border, who is:

- a) a member of the association elected by the association as Secretary; or
- b) any of the following persons appointed by the board:
 - I. a member of the association's board;
 - II. a member of the association;
 - III. another person.

Attachment 1 to this manual is the Board Member Position Description. Section 6 of Attachment 1 sets out the individual and collective duties and responsibilities of the Board Members.

2.2 The Role of the Board

The primary function of the Board is to be responsible for the governance and policy formulation for NGCS and to oversee the management of the affairs of NGCS.

The Board is responsible for ensuring that the association fulfils its purpose and achieves its intended outcomes and, in doing so, meets all the legal and moral responsibilities and requirements consistent with 'best practice' corporate governance.

This responsibility is one of stewardship on behalf of the Association members and other stakeholders, ensuring that NGCS not only remains viable but has a secure long-term future.

Consistent with this, the Board is required to:

- Set strategic direction, including developing the mission, vision, strategic plan and key priorities of NGCS;
- Govern NGCS in accordance with its policies and procedures (this includes ensuring there is a clear delegation framework for decisions within the association and effective internal control systems that ensure compliance therewith);
- Identify and characterise risk relevant to NGCS and ensure there is effective risk management strategies in place;
- Set performance management expectations for NGCS and the General Manager, and monitor organisational performance; and
- Be responsible for the financial integrity of NGCS and monitor the financial performance and health of the association (this includes ensuring the proper keeping of records, registers, accounts, reports, and lodgement of documents).
- Oversee the implementation of new procedures and standards, for example, child safety, behavioural management and member conduct.

2.3 The Role of the President

The President's primary role is to protect the integrity of the Board's processes ensuring that its actions are consistent with the NGCS Constitution and the Board's role and policies.

The President, with input from other Board members and the General Manager, is responsible for ensuring that Board meetings are effective and efficient.

In chairing Board meetings, the President is empowered with all generally accepted powers of that position. It is further expected that:

- Meeting discussion will be confined to those issues that, according to Board policy, clearly belong to the Board and are not for the General Manager to decide;
- Deliberations will be fair, open, and thorough but also timely, orderly, and to the point; and
- All Board members will be encouraged and enabled to contribute to Board's deliberations.

The President is expected to have a close and effective working relationship with the General Manager, but this is a linking role (see further below at 3.1 Board/General Manager linkage). It is expected that the President would be briefed on important operational matters even if these would be outside the normal purview of the Board. The President will not inhibit the free flow to the Board of the information necessary for sound operation by the Board. Therefore, the President will never come between the Board and its formal links with the General Manager.

The President is subject to the Board's policies and decisions and has no authority to unilaterally alter, amend, or ignore these policies and decisions, or to instruct the General Manager.

2.4 The role of the Treasurer

The Treasurer's primary role is to oversee the financial management of NGCS and in doing so will be responsible for and work in conjunction with the General Manager in relation to:

- general financial oversight;
- financial planning and budgeting;
- financial reporting;
- banking, bookkeeping, and record keeping; and
- control of fixed assets and stock.

Most aspects of the day-to-day management and oversight of the finances is delegated to the General Manager, so the Treasurer will work closely with the General Manager and be a source of information and reference for the Board.

The Treasurer will also chair the Finance Committee.

2.5 The role of Secretary

The Secretary must ensure that:

- a) Full and accurate minutes of all questions, matters, resolutions and proceedings of each general meeting and management committee meeting are kept in a minute book; and
- b) the association records for each general meeting is open to inspection at the association's registered office during normal business hours by any financial member who gives the secretary reasonable notice of the inspection and who pays any prescribed fee for the inspection.

In addition, it is expected that the Secretary will:

- Schedule Board meetings;
- Prepare the Board meeting agenda (with the President) allowing all Board members an opportunity to have input to the agenda items;
- Distribute the Board papers to the Board Members at least seven (7) days prior to the Board meeting;
- Maintain open communication with all Members of the Board;
- Take the minutes of the Board meeting and ensure these are distributed within seven (7) days of the meeting;
- Maintain records of the Board and ensures effective management of NGCS records; and
- Be sufficiently familiar with legal documents (policies, by-laws, Constitution, etc.) to note applicability during meetings.

2.6 Code of Ethics and Proper Practice

The Board, as a whole, is expected to:

- Focus on governance rather than operational decision-making and ensure there is appropriate separation of duties and responsibilities between Board and General Manager;
- ensure the proper keeping of records, registers, accounts, reports and contracts;

- ensure NGCS assets are protected via a suitable risk management strategies;
- exercise its powers and responsibilities in the best interests of NGCS as a whole and on the basis of equity and transparency;
- make all enquiries, obtain all information and take such expert advice as is necessary to understand the nature of the matters on which it must deliberate and then do so thoroughly and carefully; ensuring sufficient time has been allocated to the matter.
- once decisions have been made, speak with one collective voice;
- make every reasonable effort to ensure that NGCS does not raise community, supplier or stakeholder expectations that cannot be fulfilled; and
- be accountable for its own performance and regularly review its own performance as the basis for its own development and quality assurance.

2.7 The Board's Policy Making Role

A fundamental means by which the Board fulfils its responsibilities is by developing and monitoring policies that provide direction and boundaries for both its own and the General Manager's functions.

Additionally, the Board "owns" the strategic plan and must be involved actively in its formulation. Changes in strategic direction or key result areas can only be made by the Board. The Board shall constantly analyse and assess both external and internal factors that might inhibit or assist NGCS to achieve the key results in its strategic plan.

The Board will be proactive in developing and stating its policies. Any Board member or the General Manager may propose to the Board that a policy be added, altered, or deleted.

Before the Board determines its position in respect to any policy proposal it must be satisfied that:

- the purpose of the policy proposal is explicit and clear;
- the proposed policy is consistent with existing governance policies and is not better suited to a procedures manual or other separate manual, register or schedule;
- the Board has clarified higher, more abstract policy issues before it attempts to address consequent, more detailed, policy issues; and
- the Board has had sufficient time to consider the proposal and to understand the rationale for its adoption.

All Board policies will be reviewed periodically according to a Board-determined schedule.

All Board policies shall be available to Board members, the General Manager and to staff and other stakeholders as appropriate, via the General Manager.

The General Manager will oversee the development of operational policies defining day-to-day operational frameworks/guidelines for staff, contractors, and volunteers. All operational policies shall be consistent with the principles, boundaries and definitions stated or implicit in the strategic plan and Board-level policies. All operational policies shall be accessible to all staff, volunteers and others who must comply with them, and to the Board.

2.8 Conflicts of Interest

It is the expectation that members of the Board and the General Manager will adhere to the following:

- Avoid situations where there is any real, or perceived possibility of conflict between their personal or business interests, the interests of any associated person, or their duties to any other organisation, on the one hand, and the interests of NGCS or their duties to NGCS, on the other hand.
- Any real or perceived conflict of interest shall be declared and recorded on the Conflict of Interest Register at each Board meeting.
- A Board Member who has a material personal interest in a matter that relates to the affairs of NGCS must notify the other members of the Board of the nature and extent of the interest and must not vote or participate in the discussion related to the matter (save for where approval for participation in discussion only has been obtained from other non-interested members of the Board).
- A member of the Board must not divulge to the member of the Board, or to any associated person, a maturing business opportunity which NGCS is pursuing.
- A member of the Board must not solicit or accept any bribe, secret commission, or illegal inducement of any kind.
- All members of the board must maintain strict confidentiality around matters discussed at the board meetings if they affect individuals or members, unless a public statement is required.

2.9 Governance Style

The Board intends to govern with an emphasis on:

- taking actions that demonstrate an unequivocal commitment to achieving a high level of governance excellence;
- a future rather than a present focus;
- strategic issues rather than administrative detail;
- pro-activity rather than reactivity;
- collective rather than individual decision making;
- the recognition and acceptance of a diversity of opinions and views;
- a clear distinction between Board and General Manager roles;
- open and proactive communication both internally and externally;
- modelling desired behaviours; and
- developing and expressing a collective responsibility for all aspects of the Board's decision-making and performance.

2.10 Board Meetings

Board meetings will focus on governance matters such as policy making and review, progress towards the achievement of strategic outcomes and key results, accountability, management of risk and financial health of the association rather than on administrative and operational matters unless a board decision is needed to ensure the operations team can progress any outstanding decisions.

Board meetings will be carefully planned to ensure that the best possible use is made of its time both on a meeting-by-meeting basis and over the course of each year. The principal tool the Board will use to assist its planning is an annual agenda or work plan (see clause 2.11 of this document, Agenda Planning).

All Board members have equal rights at Board meetings including the right to have their questions, opinions and views heard within the context of an agreed agenda and vote on an issue and/or refrain from voting, except the secretary, who does not have a vote.

The Board will ensure that appropriate records of its meetings are kept including an accurate record of decisions reached and the principal reasons for those decisions.

The Board will meet as often as required to carry out its responsibilities.

While the General Manager shall normally attend all Board meetings, the Board also reserves the right to meet periodically without the General Manager present. Other senior management staff shall attend Board Meetings at the invitation of the Board and with the agreement of the General Manager.

2.11 Agenda Planning

To fulfil its responsibilities and to make the best possible use of its limited meeting time, the Board will prepare and follow an annual agenda or work plan that forms the basis for each successive Board meeting and schedules time for the Board to:

- regularly review strategic outcomes/key results policies and relevant strategic issues;
- provide assurance that all relevant compliance requirements are addressed; and
- improve Board effectiveness through education and development.

Examples of items the Board may factor into the annual agenda work plan include:

- Review of strategic outcomes and key results, e.g. via General Manager reports and management presentations;
- Time for strategic/future thinking;
- Time for characterisation of organisational risk;
- Consultations with key stakeholders (as appropriate);
- Board and Board member education;
- Board effectiveness review to assess Board compliance with Governance Processes;
- General Manager performance appraisal review meeting and remuneration review;
- Preparation for, or review of, AGM matters;
- Meeting with the external auditor;
- Reporting by the Finance Committee or other Board committees; and
- Board composition and succession planning.

The Board will attend to regular compliance monitoring and other items as expeditiously as possible to ensure that the greater proportion of its time is focused on the future.

Specific Board meetings will be arranged to focus on the Board's previously agreed annual agenda or work plan. Board members who wish to add additional topics for consideration should propose these to the President of the Board in the first instance.

The agenda, together with all written papers that will be tabled at the next Board meeting, shall be circulated to all Board members at least seven (7) days before the date of the next Board meeting.

The preparation of the agenda falls within the overarching responsibility of the President (although in practice will be prepared by the Secretary following consultation with the President). The President will have the primary responsibility for ensuring that this process is carried out effectively and for finalisation of form and contents of the agenda and the accompanying Board papers. The agenda therefore issued within the name of the President, not the Secretary.

2.12 Board Committees

Establishment of Committees

The Board recognises that there are times when a committee can act more effectively than the full Board. The Board has the right to establish committees or working groups for a set period of time. These committee's will be designed to support the Board in its own work, being conscious that these should not duplicate responsibility delegated to the General Manager. The General Manager also has the right to establish committees or task forces to assist them in an operational context, with the approval of the board.

Every committee and working group of the Board should have a 'Terms of Reference' defining the role of the committee, the extent of its authority, structure and membership and reporting requirements. This should be reviewed annually if the group exists for longer than a year.

Committees or working groups cannot speak for the Board or make decisions binding on the Board. For the most part the function of committees, working groups and the like, in fulfilling their role, is to explore issues and/or make recommendations to the Board.

Committees and task forces may co-opt outside members from time to time to assist the Board to access additional skills, experience, or networks.

Committees cannot exercise authority over staff, nor shall they delegate tasks to any staff unless the General Manager has specifically agreed to such delegations and this forms part of the recommendations approved by the board.

2.13 Board Effectiveness

The Board shall undertake a formal assessment of its effectiveness no less frequently than biennially. This will be based on:

- the extent to which the standards of performance set in these policies are met;
- the degree of compliance with its own policies;
- the performance of the association as a whole as measured through the achievement of the Strategic Plan;
- the effectiveness of the Board as a leadership and decision-making group; and
- the Board's contribution to its working relationship with the General Manager.

2.14 Board Expenses

NGCS shall reimburse members of the Board for their travel outside of the Gold Coast region and other expenses properly incurred pursuant to their duties as a member of the Board.

The Board further authorises claims for expenses to be approved by the General Manager or a member of the Board (other than the claimant) who can confirm that the claims are valid in terms of the association's policies and procedures. In the case of the President's expenses, these shall be approved by the General Manager or the Treasurer.

2.15 Recruitment and Induction of New Board Members

Prospective Board members will be provided with information relevant to their consideration of becoming a member of the Board and may be invited to do their own due diligence on the organisation under a signed confidentiality agreement.

Board members should always be cognisant of the composition and skill set of the Board as a whole and how that conflates with the needs of NGCS in the internal and external environments in which the organisation operates. Further, the Board should acknowledge that when even one Board member changes this has implications for the Board as a whole. Board members should therefore also be vigilant in the search for quality candidates to fill vacant Board positions, whether that be at election at the Annual General Meeting or through appointment by the Board to fill a casual vacancy.

The Board will ensure that new Board members receive a thorough induction into the affairs of both the Board and NGCS at large (see attachment 3 – Induction Checklist)

2.16 Appointed Board Members

Under clause 25 of NGCS Constitution, the Board has the power to appoint a person to the Board if a casual vacancy occurs.

When doing so, the Board will take account of the Board Position Description (see Attachment 1 I).and the skills matrix (see Attachment 2).

The process when filling a vacant position on the board will be:

- Call for Expressions of Interest to fill the vacant position
- Elect three members of the Board, one being the President, to review the applicants
- This panel makes a recommendation to the Board for approval
- The board informs the associations affiliated clubs of the selection

3 BOARD/GENERAL MANAGER LINKAGE

3.1 Board/ General Manager Relationship Principles

An effective and productive Board-General Manager relationship is essential if NGCS is to function successfully. The key ingredients of a productive relationship are:

- Mutual respect for their separate but interdependent roles and responsibilities;
- Clearly defined delegations, responsibilities and accountabilities that are based on the assumption that the General Manager is fully capable of managing operational matters;

- Once the delegation has been made, respecting the accountability of the General Manager to the Board as a whole and their prerogatives to exercise operational management of the association;
- A commitment by both Board and General Manager to open, honest, rigorous dialogue and a willingness by both to challenge the other without personalising issues and defensiveness;
- The full exchange of all information required for sound governance decision making; and
- A fair and ethical process for evaluating the General Manager's effectiveness.

3.2 Unity of Control

The General Manager is the only employee with direct accountability to the Board; all other staff are responsible to the General Manager. This means that the Board's primary linkage to the operations of the organisation is through the General Manager except that:

- the President, Treasurer or other nominated Board members is expected to have contact with the association's accountant and auditor; and other specialists tasked to provide advice to the association, and
- Board members can (and are encouraged to) make themselves known to, and develop relationships with, other NGCS employees through networking functions and events such as strategic planning meetings, risk management planning meetings, etc.
- The Treasurer and Finance Manager are encouraged to work closely together to ensure financial integrity of the Association.
- It is expected that the Board understands the different employees' areas of responsibility and the staffing structure of the Association as a whole. It would be beneficial to the Board's understanding that individual staff members are encouraged to attend Board meetings to present and suggestions for improvement or project ideas for incorporation into future budgets or policy development

Only the Board, as a whole, can instruct the General Manager and only decisions of the Board, as a whole, are binding on the General Manager. Accordingly, decisions or instructions of individual Board members, Board officers or committees or working groups are not binding on the General Manager unless the Board has specifically delegated such authority.

The Board and individual Board members may provide advice and assistance to the General Manager and other management staff on operational matters, but only at the request of the General Manager or management staff.

Board members, because of their expertise, may be asked to sit on committees or undertake roles at the request of management staff. When serving in this capacity the Board members serve as a volunteer advising staff or carrying out a role, and not as a Board member.

Board members are free to talk with all staff and office contractors but in doing so they must take care to ensure that they do not come between the General Manager and the staff member or contractor.

When Board members seek advice from management staff in respect to an issue which has been raised with the Board or that Board member by members or other stakeholders, then the Board member shall ensure that the General Manager is informed of the request; recognising that the General Manager has responsibility in accordance with their delegated authority for the performance of management.

3.3 Board/General Manager Delegation

General Delegation

The General Manager is responsible for the day-to-day management of the association. In carrying out these duties, they must ensure nothing is done or authorised to be done that is harmful to the association and does not comply with Board-approved policies.

The General Manager is authorised to establish all operational policies, decisions, practices, and activities provided their decisions are consistent with the stated intent and the spirit of the Board's policies.

Delegation of Authority

[Note- Financial delegations are set out in a Financial Management Policy]

The Board delegates to the General Manager the authority to manage the business of and to carry out the terms of their appointment as recorded in the General Manager Position Description and their contract of employment; subject to the limitations contained in these documents and Board operational policies.

To make it clear the General Manager shall have the:

- Authority to initiate, implement and exercise sanctions and judicial procedures where such actions are in accordance with Board policies, the Constitution, and internal regulations; and
- Power to initiate and defend in the name of NGCS any legal or other judicial procedures by or against NGCS provided such actions are in accordance with the Board's policies.

In exercising these delegations, the General Manager should not do or cause to have done anything that (in the judgment of a reasonable person acting as a NGCS Board member) will cause harm to the association. In particular, the General Manager should do nothing:

- To harm the trust held in NGCS by members of NGCS;
- That places NGCS in any financial peril (e.g. net liabilities exceed net assets, debts cannot be met when they are due, or income expected to directly offset project or similar expenditure has not been confirmed). For particular prohibitions refer to clause 4 of this document, Executive Limitations;
- That creates any personal advantage to the General Manager (or their family or associates) arising from any decision the General Manager makes;
- To hide or make any business conducted less transparent to the auditors or to the Board;
- That involves a conflict of interest where that interest is not disclosed to the affected party;
- To disclose confidential information except within the bounds of existing policy; or
- That reduces the ability of NGCS to meet its regulatory compliance obligations.

Where the General Manager is in doubt as to whether they have the authority to act in a particular manner, then the General Manager shall refer the matter to the President who shall decide whether or not the General Manager has the delegated authority to authorise NGCS to enter into a particular contract or carry out a particular activity; the President shall be expected to refer the matter to the Board.

The terms of delegation of authority for the General Manager are subject to review by the Board from time to time. Further specifics are defined in attachment 3 General Manager Delegation Guidelines.

3.4 Monitoring and Supporting the General Manager's Performance

The Board will continuously, systematically, and rigorously assess the General Manager's performance in terms of their achievement of the outcomes/results specified by the Board, against the Strategic Plan and their compliance with the Board's Executive Limitations policies.

The Board will provide honest, timely and regular feedback to the General Manager on their effectiveness in this regard. The purpose of this feedback is to assist the General Manager to become progressively more effective and successful in the role, over time.

In addition to regular reporting and assessment processes, there will be a formal, annual appraisal of the performance of the General Manager. The timing, format and process for this annual review will be agreed between the General Manager and the Board.

The Board may monitor any policy that is relevant to General Manager performance expectations at any time by any method but will ordinarily depend on a routine schedule advised to the General Manager.

If, at any time, the Board obtains assistance to assess the General Manager's performance (say from an outside evaluator) the process must be consistent with this policy.

4 EXECUTIVE LIMITATION

4.1 Overall Executive Limitation Policy

The General Manager shall not cause or allow any practice, activity, organisational circumstance, or decision which is unlawful, imprudent or which contravenes any association specific or commonly held business or professional ethic.

4.2 Budgeting/Financial Planning

Budgeting/financial planning for any financial year or the remaining part of any financial year shall be directed to ensure the achievement of the Board-determined strategic outcomes and key results. Accordingly, the General Manager in collaboration with the Treasurer, shall not develop a budget that:

- Contains too little information to enable:
 - credible projection of revenue and expenses;
 - separation of capital and operational items;
 - projection of cash flows; and
 - disclosure of planning assumptions;
- Creates financial risk beyond limits or other measures set by the Board;
- Does not reflect/accommodate medium to long-term financial plans/projections;
- Is designed to achieve an end of year financial result that is materially different from that agreed by the Board;
- Will result in the non-achievement of Board-determined financial ratios;
- Fails to provide for current and future capital requirements;
- Fails to provide for the depreciation and maintenance of critical operating assets;
- Fails to provide for the financing of the Board's own operations and its governance development; and/or
- Fails to plan for the achievement of Board-determined revenue targets.

Budgets must be kept under regular review and control. Accordingly, the General Manager shall not:

- Make budget alterations and deviations without Board approval; and/or
- Fail to present quarterly, updated annual budget forecasts to the next occurring Finance Committee Meeting.

4.3 Financial Wellbeing

The General Manager is responsible for the day-to-day financial management of NGCS and shall not cause or allow the development of actions or conditions that might harm the financial well-being of the organisation. In particular, the General Manager shall not:

- Cause the association to incur unauthorised debt;
- Utilise any association funds for purposes other than the furtherance of NGCS purposes and strategic goals as approved by the Board;
- Use restricted or “tagged” contributions for any purposes other than those designated;
- Operate outside of the association’s approved budgets and the procedures and authorisations set out in the Financial Management Policy;
- Approve expenditure which, although in keeping with the association’s goals and policies, is beyond the association’s ability, using budgeted resources, to meet;
- Make financial commitments which, although consistent with an approved budget, business plan, business case approval, or similar, does not yet have confirmed revenue to offset the liability;
- Use anything other than standard accounting practices for the recording of financial transactions;
- Allow the use of any of the association’s funds, or allow contractual commitments to be made or other liabilities be accepted, other than in the furtherance of Board-approved purposes and priorities;
- Allow tax or other government payments or returns to be overdue or inaccurately filed;
- Fail to maintain accurate financial records;
- Violate accounting and financial reporting standards currently in force in Australia;
- Acquire, encumber or dispose of association’s property without Board approval;
- Fail to assertively pursue overdue receivables;
- Allow any non-compliance of the Financial Management Policy; or
- Operate in a way that lends to the imposition of penalties by ASIC and/or the ATO or the issue of qualifications in the auditor’s report on the annual financial statements.

4.4 Employment Implications and Obligations

With respect to the employment and engagement of employees, consultants, contract workers and volunteers, and their compensation and benefits, the General Manager shall not in any way jeopardise NGCS financial integrity or good name in the community.

Accordingly, the General Manager shall not agree to appointments which:

- Are not based on merit;
- The outcome of a contestable recruitment process (unless there is a clearly demonstrated case for internal promotion);

- Would place staff members who have family or other close personal relationships in a position where one is accountable for the performance of the other;
- Would result in individual compensation, conditions of service or benefits that could not be justified to NGCS key stakeholders by reference to the employee's skills and experience and relevant benchmarks such as market and award rates and the market demand for such skills and experience;
- Take any action that would have the direct or indirect consequence of increasing their own remuneration and benefits;
- Create obligations in the name of NGCS that cannot be met over the projected period of an individual's term of engagement or employment, or over a period for which the financing of the cumulative obligations to all employees, consultants, contract workers and volunteers can realistically be secured; or
- Cause unfunded liabilities to occur or in any way commit NGCS to benefits that incur unpredictable future costs.

With respect to the employment and treatment of staff, contractors and volunteers, the General Manager shall not cause or allow working conditions that are unsafe, unfair, against the award legislation or undignified as defined in relevant workplace legislation. Accordingly, the General Manager shall not:

- Take actions or allow situations or circumstances that are inconsistent with NGCS responsibilities to be a good employer;
- Operate without written personnel policies that make clear rules for staff and protect against unfair or unethical practices;
- Deny to any employees, contractors and volunteers their right to an approved and fair internal grievance process and, thereafter, to externally provided disputes resolution processes;
- Violate any part of relevant workplace employment legislation;
- Fail to keep the Board fully informed about impending disputes and grievances that may lead to action against the association; or
- Fail to ensure that all staff members are acquainted with their rights under this policy.

4.5 Communication with and Support to the Board

The General Manager shall not allow the Board to be uninformed or unsupported in its work. Accordingly, the General Manager is required to:

- Provide required information in a timely, accurate and understandable fashion addressing the various issues to be monitored by the Board;
- Provide financial reports that make clear:
 - significant trends;
 - data relevant to agreed benchmarks and measures; and
 - further financial data as determined by the Board from time to time;
- Inform the Board of significant external environmental trends, achievement of, or progress towards the achievement of, the Board's Strategic Outcomes and Key Results policies or changes in the basic assumptions upon which the Board's policies (both Outcomes/Results and Limitations) are based;
- Proactively communicate with the President to ensure there is effective liaison with the Board and that the relationship between General Manager and Board is maintained on a constructive and 'no surprises' basis;
- Make themselves reasonably available for consultation or discussion with the President, Board, Board committees, and Board members, between scheduled Board meetings;

- Inform Board members when there is actual or anticipated non-compliance with a Board policy;
- Inform the Board of any breach of external or internal compliance requirements;
- Inform the Board if an internal or external fraud is committed on NGCS;
- Inform the Board of any serious legal conflict or dispute (or potential serious legal conflict or dispute) that has arisen or might arise in relation to matters affecting NGCS;
- Ensure that the Board is provided with a wide range of views and perspectives, and assisted to gain a sufficient knowledge of the operational issues affecting the association, to support effective governance decision-making;
- Inform the Board of such occasions when it violates its governance policies, particularly when this relates to the General Manager's ability to carry out their responsibilities;
- Deal with the Board as a whole and to treat individual Board members on an equivalent basis except when authorised to respond to individual requests for information or when responding to requests from Board committees or working groups; and
- Supply such information to the Board and its members as, from time to time, they require.

4.6 Emergency General Manager Succession

To protect the Board and NGCS from the sudden or unexpected loss of its General Manager's services, the General Manager is required to ensure that either:

- There is at least one other person on staff who is capable of assuming the General Manager's duties and who is familiar with Board-level issues and priorities; or
- Other arrangements, satisfactory to the Board, have been made for the temporary leadership of the operational activities.

4.7 Treatment of Members and Other Stakeholders

With respect to interactions with Members and other stakeholders of NGCS, the General Manager shall not cause or allow conditions, procedures, or decisions which are unsafe, undignified, or unnecessarily intrusive, or that fail to provide appropriate confidentiality or privacy. Accordingly, the General Manager is required to:

- Only seek information for which there is a clear necessity;
- Collect, review, transmit or store information relating to Members and other stakeholders in a manner that protects against improper access to that information;
- Maintain facilities or systems that provide a reasonable level of privacy;
- Ensure that there are systems to provide information to Members and other stakeholders regarding the services offered and their rights; and
- Put in place systems and procedures designed to ensure that NGCS complies with all its obligations under privacy laws.

ATTACHMENT 1 – BOARD POSITION DESCRIPTION



NORTH GOLD COAST SEAHWKS BASKETBALL

**BOARD MEMBER
POSITION DESCRIPTION**

1. Position/s

Position Title: Board Member of North Gold Coast Seahawks Basketball Inc. (NGCS).

The NGCS Board consists of nine (9) members consisting of the following positions:

Director 1 - President

Director 2 - Vice-President

Director 3 - Treasurer

Director 4 - Secretary

Directors 5-9 General Board Members

2. Organisation

NGCS prides itself on a rich history of success and the provision of accessible, quality services to the region. NGCS' primary functions (objects) are:

1. to conduct basketball competitions for junior and senior players both female and male.
2. to develop and promote the game of basketball at the amateur level on the Gold Coast and its environs.
3. to instruct and educate players, referees, coaches, and volunteers in the conduct of the game.
4. to form teams to represent the association at interregional and intrastate competitions.
5. to organise tournaments, camps, and representative fixtures for the purpose of promotion of basketball on the Gold Coast and its environs.

3. Remuneration

Board positions are honorary with no remuneration paid to any members of the Board.

4. Purpose of the Position/s

The primary function of the Board is to be responsible for the governance and policy formulation for NGCS and to oversee the management of the affairs of NGCS (i.e. the Board's role is a strategic rather than operational role).

The Board is responsible for ensuring that the association fulfils its purpose and objectives and, in doing so, meets all the legal and moral responsibilities and requirements consistent with 'best practice' corporate governance.

This responsibility is one of stewardship on behalf of the Association members and other stakeholders, ensuring that NGCS not only remains viable but has a secure long-term future.

5. Term of Position

Elected Board member's terms are for two (2) years, retiring in rotation according to staggered appointments as outlined in rule 23 of the NGCS Constitution.

6. Duties/Responsibilities

Board members have legal responsibilities to:

- Act honestly and in good faith;
- Perform competently by exercising care, skill and diligence in making decisions;
- Act in the best interests of NGCS (rather than the interests of the region, club or person who nominated them); and
- Declare any conflict of interest, actual or perceived.

Individually, Board members must:

- Be diligent, attend Board meetings and devote sufficient time to preparation for Board meetings to allow full and appropriate participation in the Board's deliberations;
- Respect the confidentiality of information and not disclose to any other person confidential information other than as agreed by the Board or as required by law;
- Participate (as required) in NGCS sub-committee work and/or coordinating sub-committees to ensure that all sub-committees operate efficiently and are able to achieve their expected outcomes;
- Keep abreast of NGCS activities and be prepared to offer practical and philosophical suggestions and advice;
- Proactively help promote NGCS within the community and not do anything that in any way denigrates NGCS or harms its public image; and
- Act as a role model, change agent and professional exemplar in all matters concerning NGCS.

Collectively, Board members are required to:

- Set strategic direction, including developing the mission, vision, strategic plan and key priorities for NGCS;
- Govern NGCS in accordance with policies and procedures (this includes ensuring there is a clear delegation framework for decisions within the association and effective internal control systems to ensure compliance therewith);
- Identify and characterise risk relevant to NGCS and ensure there are effective risk management strategies in place;
- Keep informed of Association members' and other stakeholders' concerns, needs and interests and ensure that these receive proper consideration either by the Board or management;
- Set performance management expectations for NGCS (and the General Manager) and monitor association performance; and
- Share equal responsibility for the financial integrity of NGCS and monitor the financial performance and health of the association (this includes ensuring the proper keeping of records, registers, accounts, reports, and lodgement of documents).

Board members are expected to work together collaboratively to achieve the Board's purpose (as outlined above) and should speak publicly with a single collective voice.

7. Selection Criteria

The structure of the Board is based on key functions. Board Members are generally elected by the members of NGCS on the basis of their knowledge, experience and skills.

The following selection criteria have been developed to assist the Board and members to select, nominate

and vote for Board members. The selection criteria is not legally binding and does not constrain the right of members from nominating and voting for candidates of their choosing for election to the Board

Eligibility

A member of the Board must be a member of the association, except in the case of the secretary.

Selection

If the eligibility requirements are satisfied, a person (candidate) may nominate for a vacant position at an AGM by complying with the requirements in rule 22 of the NGCS Constitution.

Selection Criteria

Board members may have one or more of the following qualifications for election to the Board:

- Previous experience on a Board and in governance, constitutions and strategic planning;
- Knowledge, experience and understanding of the sport and recreation industry and/or basketball;
- Strategic management experience in business, banking, government, business consultancy or non-profit organisations;
- Legal qualifications;
- Qualified Accountant, or accountancy experience or Financial management
- Marketing and/or sponsorship experience; and
- Playing/technical basketball experience.

Refer to the Board skills matrix for more specific attributes relevant to specific roles.(Attachment 2)

8. Time Commitment for Board Members

Board members can expect to spend, on average, two (2) hours per month on Board matters. The President, Secretary and Treasurer of the Board and Chair of any Sub-Committees will spend significantly more time than that.

The annual functions and minimum time commitment are set out in the table below:

Activity	Time Commitment
Board meetings	At least eight Board meetings in each year of 2 to 3 hours duration
Planning Workshop	5 hours each year
AGM	1 hour
Policy Review Meetings	4 per year (2-3 hours duration)
Participation in membership activities outside Board meetings	As required

9. Key Performance Indicators

- Board reviews are undertaken biennially to help identify skills and strengths of individual Board Members that might enhance the Board's overall performance and/or fill any skills gaps;

- Attendance by each member of the Board at a majority of Board meetings each year;
- Participation in membership activities outside Board meetings by each Board member;
- NGCS being regarded by members as well organised, efficient, professional and customer focused;
- Compliance (individually and collectively) of members of the Board with legal duties and obligations;
- Maintenance of sound working relationships with principal stakeholders, sub-committees, NGCS Management staff, Sponsors, Government – Federal, State and Local, and Basketball Queensland.
- Financial viability of NGCS; and
- Responsiveness to communication/feedback.

10. Induction

The Board will ensure that all new members of the Board receive a thorough induction into the affairs of both the Board and NGCS at large. The General Manager, or a Board member selected by the Board, will have the primary responsibility for ensuring this process is carried out effectively.

Prior to attendance at their first Board meeting, new members will:

- Receive a copy of the Governance Manual, the Constitution, current and recent meeting papers, an organisational chart, strategic plan, contact details for other Directors and keystaff and the current year's meeting schedule;
- Ensure compliance with Child Protection Policies and Blue Card requirements.
- Meet with the General Manager to be provided with an overview of the operational aspects of NGCS; and
- Meet with the President (and/or other Board member/s) for a governance familiarisation.

SKILLS MATRIX

[illegible]

ATTACHMENT 3;

Induction checklist - BOARD

Post the annual AGM all board members to go through an annual induction which also applies when a vacant position is filled.

Ensure you have:

- ☐ Received a copy of the Associations Constitution
- ☐ Received a copy of the Board's Governance Manual
- ☐ Received a copy of the Strategic Plan and Governance framework
- ☐ Received copies of recent meeting minutes
- ☐ Received information about the Child Protection Policies and are enrolled in for required training
- ☐ The General Manager provides an overview of the organisational chart and operations overview
- ☐ Set up with required IT access
- ☐ Provided with any other required policies managed by the Board

Post the AGM – External Requirements

The Board post an AGM must:

- ☐ Provide Basketball QLD an updated listing of board members
- ☐ Update the nominated bank of key contacts and arrange access to accounts where applicable
- ☐ Update the Office of Fair Trade of the executive roles
- ☐ Update the ATO when the role of President changes
- ☐ Lodge with the Office of Fair Trade the Audited Report
- ☐ Lodge with the Office of Fair Trade the Constitution (in the event that any changes approved by a motion occur at the AGM, applies to any other time this occurs)

Date Completed: ____/____/____

Name: _____

Position: _____

Signature: _____

ATTACHMENT 4;

GENERAL MANAGER DELEGATION GUIDELINES

General Manager Authority Matrix

Board – Sets Strategy, policy & oversight

General Manager – Executes Operations

Committees - Advisory Only

A. Financial Authority

<i>Category</i>	<i>GM Authority</i>	<i>Conditions</i>	<i>Board Required</i>
Annual Budget	<i>Prepare (in collaboration with the Treasurer) and manage</i>	<i>Within approved limits</i>	<i>Approval of budget</i>
Game Day / Competition Costs	<i>Full authority</i>	<i>Within budget</i>	<i>Outside budget</i>
Capex (courts, scoreboards, equipment)	<i>Up to \$10,000</i>	<i>Asset plan aligned</i>	<i>> \$10,000</i>
Referee Payments / Workforce Costs	<i>Full authority</i>	<i>Per approved rates</i>	<i>Changes to fee structure</i>
Unbudgeted Spend	<i>Up to \$5,000</i>	<i>Justified and reported</i>	<i>> \$5,000</i>
Grants Expenditure	<i>Full authority</i>	<i>Must meet funding conditions</i>	<i>Variations to grant use</i>
Sponsorship Revenue Use	<i>Within agreements</i>	<i>No variation to terms</i>	<i>Strategic sponsorship changes</i>

B. Basketball Operations Authority

<i>Category</i>	<i>GM Authority</i>	<i>Conditions</i>	<i>Board Required</i>
Competition Structure	<i>Recommend and implement</i>	<i>Within strategic plan</i>	<i>Major structural changes</i>

Fixtures & Scheduling	<i>Full authority</i>	<i>Operational matter</i>	<i>None</i>
Referee Appointments	<i>Delegate to Referee Manager</i>	<i>Policy compliant</i>	<i>None</i>
Player/Team Registrations	<i>Full authority</i>	<i>Competition rules</i>	<i>None</i>
Disciplinary (on-court)	<i>Delegate (tribunal/process)</i>	<i>Per by-laws</i>	<i>Appeals / major sanctions</i>
High Performance Programs	<i>Implement</i>	<i>Within budget</i>	<i>New strategic programs</i>

C. Facilities and Venue Management

Category	GM Authority	Conditions	Board Required
Venue Hire Agreements	<i>Up to \$20,000</i>	<i>Standard terms</i>	<i>Long-term agreements</i>
Facility Maintenance	<i>Full authority</i>	<i>Within budget</i>	<i>Major capital upgrades</i>
Capital Works (courts, lighting)	<i>Up to \$20,000</i>	<i>Planned works</i>	<i>> \$20,000</i>
Venue Partnerships (schools, councils)	<i>Operational agreements</i>	<i>Non-strategic</i>	<i>Strategic partnerships</i>

D. Commercial and Community Authority

Category	GM Authority	Conditions	Board Required
Local Sponsorships	<i>Up to \$30,000</i>	<i>Standard agreements</i>	<i>Major sponsors</i>
Community Programs	<i>Full authority</i>	<i>Budget aligned</i>	<i>New strategic initiatives</i>
Marketing & Promotions	<i>Full authority</i>	<i>Within budget</i>	<i>Brand repositioning</i>
Affiliations (clubs, leagues)	<i>Manage relationships</i>	<i>Policy aligned</i>	<i>Structural affiliation changes</i>

E. People and Workforce Authority

<i>Category</i>	<i>GM Authority</i>	<i>Conditions</i>	<i>Board Required</i>
Operational Staff (admin, competitions and Development)	<i>Hire/manage</i>	<i>Within structure</i>	<i>New senior roles</i>
Coaches and Team Managers	<i>Appoint</i>	<i>Within programs</i>	<i>Head coach (elite programs)</i>
Referee Workforce	<i>Manage appointments</i>	<i>Within policy</i>	<i>Pay scale changes</i>
Volunteers	<i>Full authority</i>	<i>Policy compliant</i>	<i>None</i>
GM Direct Reports	<i>Manage</i>	<i>Performance aligned</i>	<i>Creation/removal of roles</i>

F. Governance and Compliance Authority

<i>Category</i>	<i>GM Authority</i>	<i>Conditions</i>	<i>Board Required</i>
Operational Policies	<i>Develop and enforce</i>	<i>Must align with Board policy</i>	<i>Governance policies</i>
Child Safeguarding	<i>Full implementation</i>	<i>Compliance with standards</i>	<i>Policy approval</i>
Member Protection / Complaints	<i>Manage process</i>	<i>Escalate serious matters</i>	<i>Major incidents</i>
Regulatory Compliance	<i>Full responsibility</i>	<i>Includes ASIC / state bodies</i>	<i>Breaches reported</i>
Insurance Programs	<i>Maintain</i>	<i>Standard cover</i>	<i>Material changes</i>

G. Strategic & Reporting Authority

<i>Category</i>	<i>GM Authority</i>	<i>Conditions</i>	<i>Board Required</i>
Strategic Plan Execution	<i>Full responsibility</i>	<i>Board approved plan</i>	<i>Strategy changes</i>
Operational Plans	<i>Develop and implement</i>	<i>Aligned to strategy</i>	<i>None</i>

Performance Reporting	<i>Monthly reporting</i>	<i>Financial + participation</i>	<i>None</i>
Category	GM Authority	Conditions	Board Required
Risk Register	<i>Maintain</i>	<i>Quarterly updates</i>	<i>Risk appetite</i>

H. Mandatory Escalation

The General Manager must immediately escalate the following to the Board:

- a) Serious player injury or incident.
- b) Child safety or safeguarding breach.
- c) Match-fixing and/or integrity issue.
- d) Financial variance greater than 10% of budget.
- e) Reputational and/or media issue; or
- f) Legal disputes involving players, clubs, or officials.

I. Explicit Non-Delegated Powers

The General Manager cannot:

- a) Approve strategic direction changes.
- b) Enter long-term venue or funding commitments.
- c) Approve borrowings or debt.
- d) Change competition rules at a structural level.
- e) Override disciplinary tribunal outcomes.
- f) Approve their own remuneration.
- g) Approve staff pay increases or changes to their hours without a valid performance review or workload requirement

ATTACHMENT 5

The 10 Child Safe Standards:

The ten standards are:

1. **Leadership and culture** – Child safety is embedded in governance and organisational values.
2. **Children and young people are empowered** – Their voices are respected and they are involved in decisions that affect them.
3. **Family and community engagement** – Families and carers are included in safeguarding efforts.
4. **Equity and diversity** – Children experience safe and inclusive environments.
5. **People working with children are suitable and supported** – Screening, recruitment, and supervision are in place.
6. **Processes to respond to complaints** – Complaints are managed through child-focused systems.
7. **Staff knowledge, skills and awareness** – Ongoing training supports safe practice.
8. **Safe environments** – Online and physical spaces are actively monitored.
9. **Continuous improvement** – Organisations regularly review and strengthen their child safety practices.
10. **Policies and procedures support child safety** – Documentation clearly sets expectations and guides actions.