



WORKSAFE VICTORIAN  
COUNTRY FOOTBALL LEAGUE



83 leagues  
880 clubs  
80,000 footballers  
2,500 umpires  
40,000 officials and volunteers

AT THE GROUND. IN THE HUDDLE. AROUND THE BOUNDARY



- Governance – Best Practice
    - Making Meetings Work
- Your Club-Your League  
Presented by Bruce Petering



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# Disclaimer

This presentation is intended to give a basic understanding of Governance Best Practice and Meeting Procedures. Governance Law and the Associations Incorporations Act is a highly specialised field which the presenter is not qualified to give absolute direction to attendees.

More in depth issues should be directed to the appropriate authorities.



# What you will achieve in the workshop

## Governance

- better understanding of Board/Committee responsibility
- Possible structure

## Meetings

- Options to improve meeting
- Responsibility of the chair



Are not for profit boards (your club committee & league board) different to corporate boards?

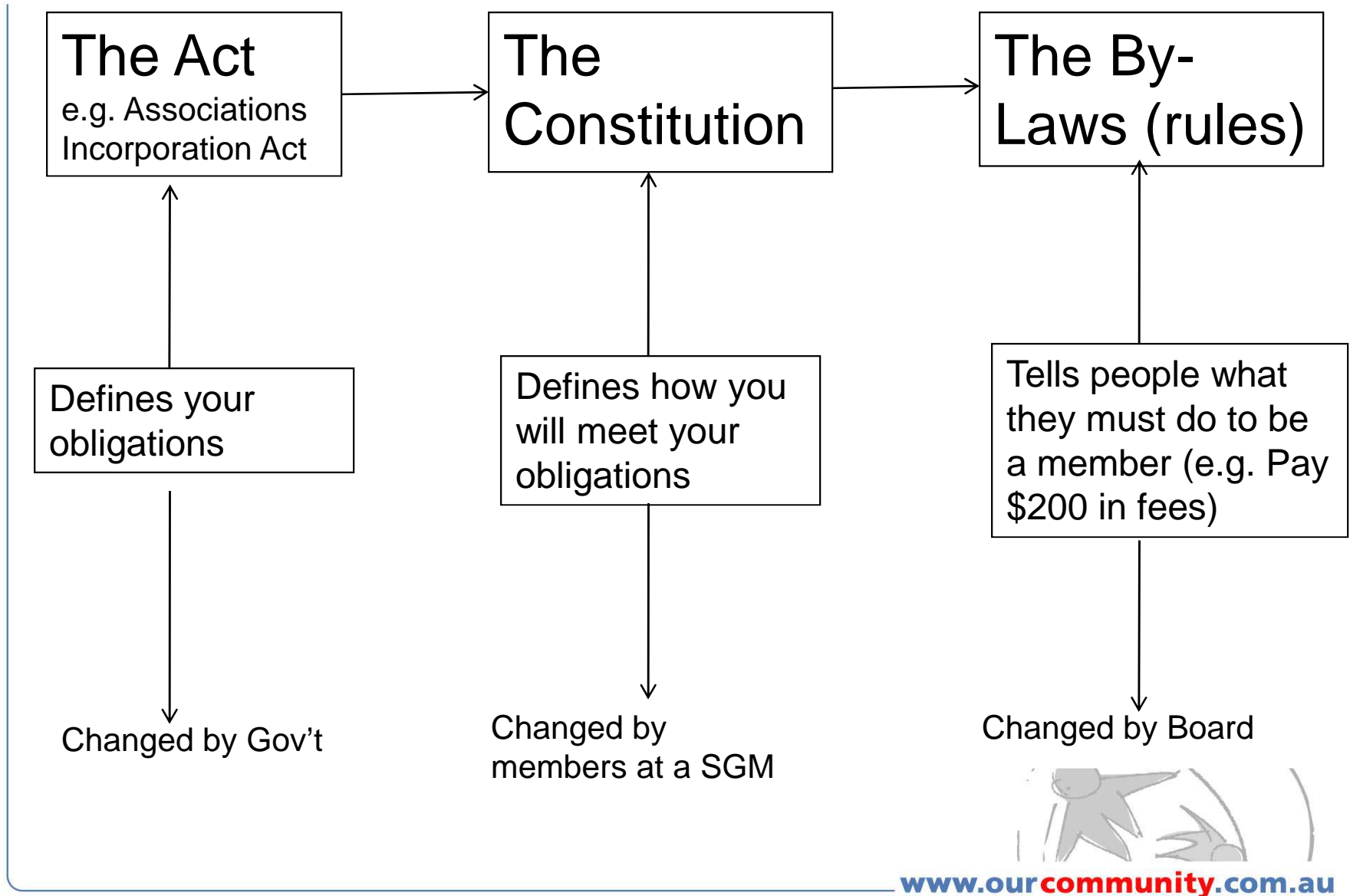


“The standard to be expected of a director of a Company not for profit is [no] different from the standard expected of any other director of a profit making company”

Tadgell J. CBA v Frederich 1991



# What gives you the power to meet and make decisions?



# Legal Duties

- Duty to act bona fide in the best interests of the company
- Duty to exercise powers for proper purposes
- Duty to retain discretion
- Duty to avoid conflict of interest
- Improper use of position in the company
- Use of confidential information
- Related-party transactions
- Payments to directors
- Duty of care, skill and diligence
- The duty to prevent insolvent trading



## Guide to acting with care and diligence: (Can you tick the boxes?)

- Maintain appropriate levels of skill ✓
- Receive regular reporting ✓
- Question management and record responses ✓
- Exercise independent judgement at all times ✓
- Act Honestly ✓
- Ensure you have sufficient information ✓
- Don't be afraid to be the stick in the mud where appropriate ✓
- If the matter is significant – seek EXPERT advice ✓



All Committee Members have a Duty of Trust and are held responsible under the Act. This means that by law they must act honestly and in the **best interests of the organisation** . This is also known as fiduciary duty.

If you are a club delegate you can represent your club but you **MUST** vote in the best interest of the **whole** league.



The immediate difficulty with the club delegate board is that there is always likely to be a conflict of interest between the delegate's duty to the league and its best interests, and to the members of its own club.....A major difficulty will always be the perception of conflict of interest from an outside perspective.

Of the old VFL “the board structure which comprised of club delegates was described as **an alliance of sworn enemies**”

From best governance practice in metropolitan football leagues in Victoria - Paul Horvath

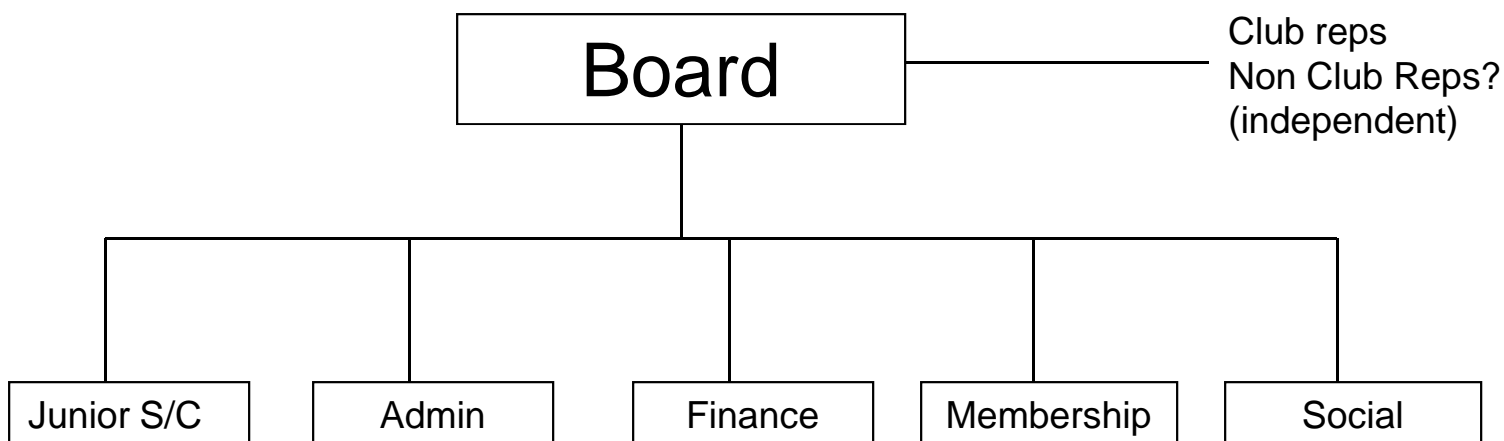


# Legal responsibilities - Conflict of Interest

1. Register of interests
2. Declare interests prior to discussing issues
3. Give opinion if asked or required but do not seek to unduly influence
4. Excuse yourself from decision-making process or implementation
5. Record in meeting minutes



# Possible Models of Governance for Clubs



## Advantages:

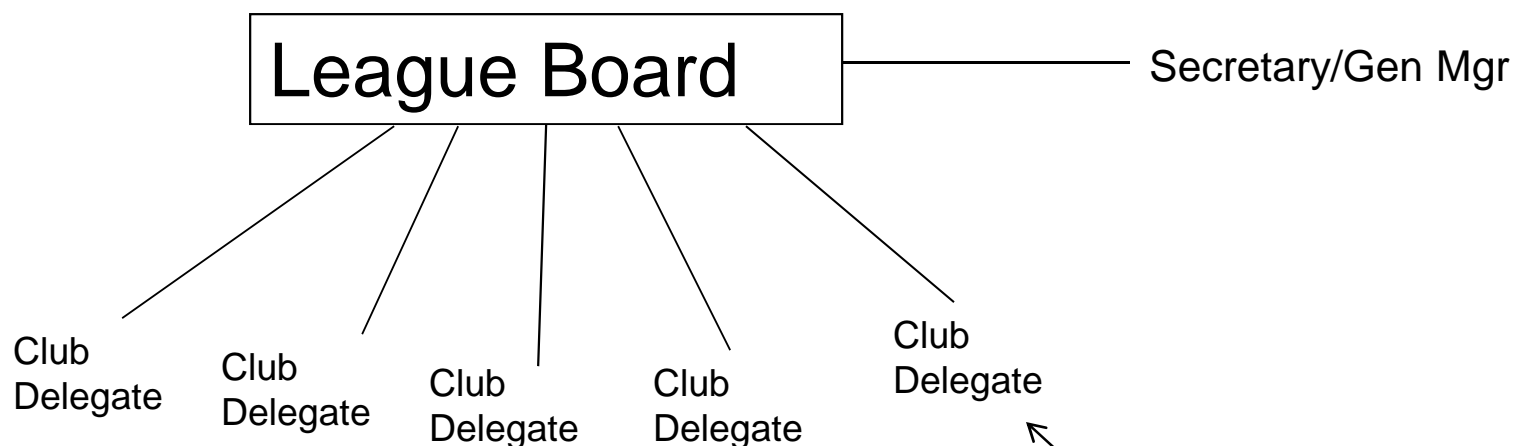
- Drives input from all components
- Sub committees can come and go as needed
- Time burden shared
- Board gets more knowledge & recommendations (keep informed)
- Provides succession and proving ground

## Disadvantages:

- Need to get more people involved
- Need to drive time efficiency
- Board needs to drive action



# Existing Governance model – Delegate System



## Advantages:

- Ensures representation
- Should bring club knowledge/experience
- Geographic spread acknowledged

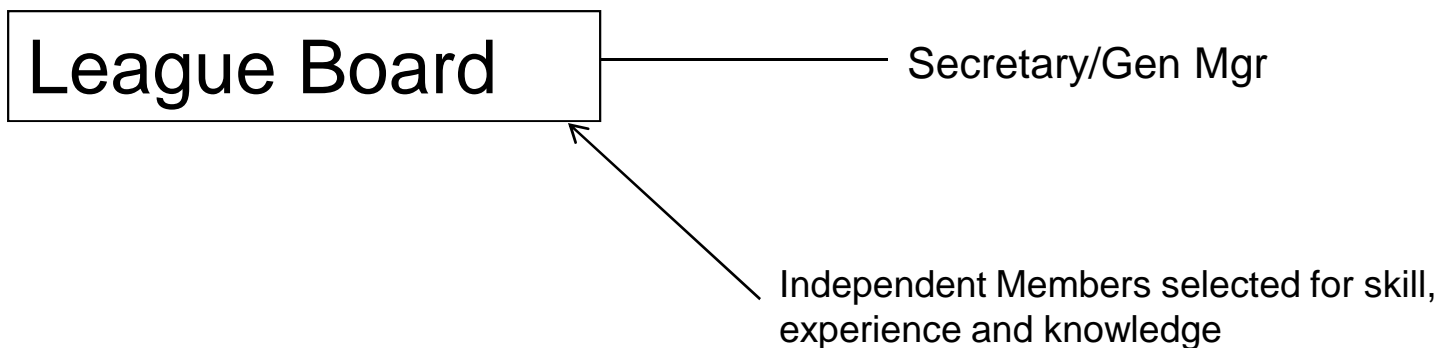
## Disadvantages:

- Perception of conflict of interest
- “sworn enemies” concern re key decisions
- Do you have the right skills/knowledge?
- Could end up with “wrong people” present
- What is the role?
- **Liability a real issue for some members**

How is this person identified?  
What does he/she bring?



# Governance model – Independent Board



## Advantages:

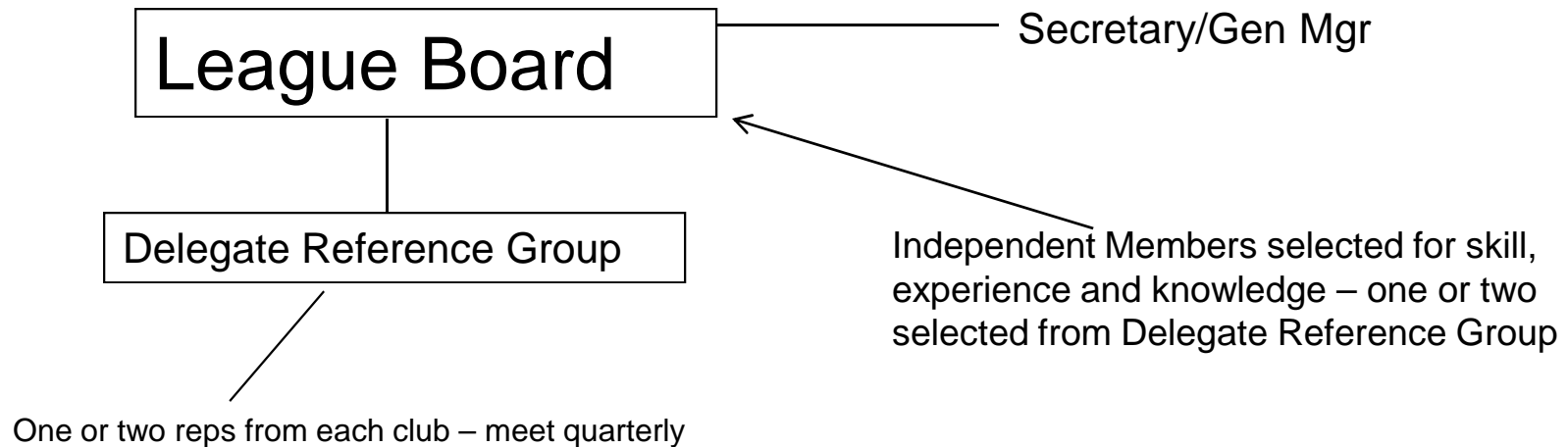
- Independent/Minimal conflicts of interest
- Act in best interest of whole league
- Can make decisions more rapidly
- Should be skill/knowledge based
- Still elected by members (clubs)

## Disadvantages:

- Clubs may feel distant/lack control
- Could be perceived not to have footy knowledge



# Is there another model?



## Advantages:

- Independent/Minimal conflicts of interest
- Act in best interest of whole league
- Can make decisions more rapidly
- skill/knowledge comes from reference group
- Still elected by members (clubs)
- Less burden on delegates
- Provides flexibility for independent board for footy issues

## Disadvantages:

- Clubs may still feel distant/lack control (minimised by having some club reps)
- Could be perceived not to have footy knowledge (minimised by having reference group)

# Successful Sub Committees

- Clear terms of reference
- Chair should be from board
- Ensure you have the skills you need
- Not decision makers but provide board recommendations (but this can be delegated – if so don't continue to revisit or explore decision making process)
- Reports regularly provided back to board (this does not mean that it gets discussed at board – could be for information or for action)



**Things never go pear shaped in footy clubs?**

**Trust me – I've been doing this for donkeys?**



# What could go wrong if board is not independent?

- Breaches of trust (potential fines)
- Lack of skill, knowledge (particularly finance) – FRAUD
- Direction set by Secretary/Gen Mgr - who's driving?
- Sec/Gen Mgr “sacked” – unfair dismissal – no performance monitoring/plan
- Decisions go round and round and never made – “sworn enemies”
- League insolvent – damages claimed personally



# What could go wrong?

- New GM appointed and no financial report lodged at AGM. GM changes from long standing reputable Auditor to a small auditing firm
- between 1999 and 2007 various financial reports were presented and audited figures.
- with only verbal reports offered to the board, true financial position was never known or questioned
- Various league assets and funds were used to float the league, not always known by the full board
- Various personal loans were provided by board members to ensure cash flow
- no operational or business plan ever sought or developed
- 2006 2 new board members started asking questions of the GM
- political infighting tried to have these 2 members removed
- 2007 financial report at AGM was not supported by these 2 board members
- GM resigns
- Examination of financial position reveals debts of \$180k with other financial and statutory reporting omissions identified almost by the day which were unknown to the board



## What's the lesson?

- Recruit the right people
- Ask Questions, seek proof
- If you don't understand finance - get help
- Set some processes in place (bank statement)
- Board Induction Pack
- Investigate appropriate structure
- Why, How & When



# Tips for maintaining an enthusiastic Board:

- Undertake an annual Board review.
- Be sure that roles within the Board are clearly defined
- Take plenty of time to recruit Board members. The right people ensure a strong and effective Board.
- Be committed to a diverse and representative Board.
- Pay attention to the needs and morale of Board members: are they satisfied?
- Make full use of your Board members' skills and expertise.



# **What are Meetings?**

**A gathering of people?**

**“an occasion where minutes are kept but hours lost”**

**A waste of time?**



- The key reason we meet is to **make decisions.....**

Not to socialise



## Directors Roles – The Chair

The Chair serves as the Board's figurehead and acts as a link between the Board and the CEO (who in turn acts as a link to staff and volunteers).

Boards are expected to make collective decisions, however many community group constitutions will allow the Chair an additional casting vote to break a tie, giving him or her important directional power.

Usually, however, a good Chair will resolve the matter by maintaining the status quo.



## Duties of the Chair before Meetings

- Supervise the preparation of the agenda & any background papers
- To check all persons entitled to receive notification have done so
- To verify the accuracy of any minutes to be presented
- To become familiar with any correspondence or reports



# Duties of the Chair at Meetings

- Formally declare the meeting open
- Preside over & control the meeting
- Conduct it impartially & according to the rules (**do you have any?**)
- Ascertain that a quorum is present at all times



## During Meetings

- Sign that the minutes are correct (initial each page)
- Present any reports
- Introduce guest speakers & arrange votes of thanks for them
- In the case of elections, ensure the appointment of a returning officer
- Sign documents
- Protect free speech & ensure proper conduct of debates



# The Chair at meetings

- Must start meetings promptly
- Follow the agenda
- Manage the use of time
- Limit/control discussion
- Elicit participation
- Help resolve conflicts
- **Clarify** action to be taken
- **Summarise** results



# The Chair after meetings

- Evaluate effectiveness
- Counsel those that don't read papers
- Take action agreed to
- **Follow up** on action items particularly where it has been deferred previously



# Effective Board Meetings

## Chairing

- A quorum is required for effective meetings and if this is a problem:
  - make it clear to members that it is part of their commitment to turn up. (shame file?)
  - honestly review the meetings – are they dynamic and effective? Are they finishing on time? Are they being well chaired?

**can you hold a meeting without a quorum?**



# Running Effective Board Meetings

## Challenges/Strategies for Chairing

- Make sure everyone contributes/no one dominates
- Disorder: Sound signal, “times up”, Silent signal
- Difficult participants: “T” , maintain eye contact, acknowledge viewpoint & invite them to call you, ask for others to speak, change format
- Humour (how well does that work?)
- Ignore - Do not take personally

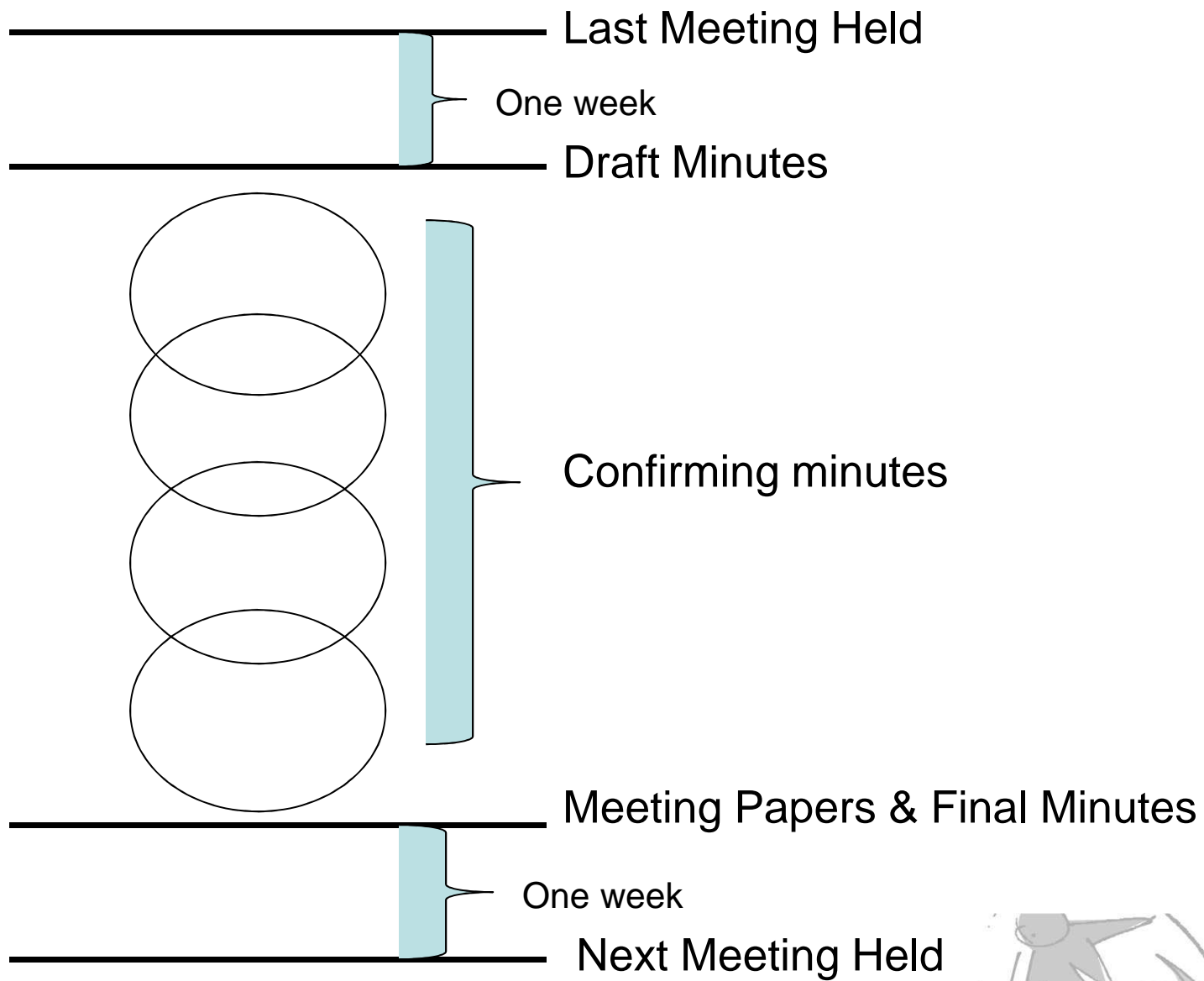
**DEVELOP A CODE OF CONDUCT**



# Preparing Effective Board Meetings

- ❖ Decide whether you need to meet
- ❖ Notify and remind members at least a week prior.
- ❖ An agenda for the Meeting needs to be prepared and circulated with Meeting Papers, otherwise, Members will not be in a position to make an informed decision.
- ❖ The Secretary distributes the minutes of the previous meeting, and makes sure the meeting venue is booked and refreshments are available if required. (**WHEN???**)
- ❖ The Treasurer makes sure that financial reports are prepared, and supporting information for approval of expenditure is in order.





# The Meeting Papers

Sent out at least a week before the meeting.

Accompanied by any necessary background papers – proposals, financials, etc.

Read the papers

- Insist that the financials are clear and easy to read
- Ask for a written description of finances – including actions take to cover a deficit (existing or projected) – bank statement?? Graph?
- Highlight the motions we are asked to vote on



## Meeting of XYZ Inc

To be held on Dec 1 at XYZ Room – 7-8.30 pm (dinner will be provided after meeting)

### Agenda:

1. Welcome
2. Apologies
3. Previous Minutes
4. Business Arising from Previous Minutes
5. Essential Business
6. Correspondence (actions Arising from)
7. Reports
8. Next Meeting
9. Close



How can that agenda be improved?



# The Agenda

Put any item that calls for energy and fresh ideas near the beginning of the agenda.

Also put urgent items early on, in case the meeting has to break with unfinished business.

Don't make the agenda too long.

Under no circumstances should a meeting run for more than two hours. After that time people are tired and may be unproductive.



# Consent Agenda

- One way to streamline meeting procedures is to adopt the use of a consent agenda.

The **consent** agenda, also called a consent calendar, allows groups to take care of routine business items in one action. Those items that are standard, non-controversial, and/or self-explanatory can be consolidated and approved with one motion and vote.



- Examples of such items include previous meeting and committee meeting minutes, routine correspondence, office reports, and confirmation of actions required in the constitution.
- Many groups are in the habit of discussing every topic on the agenda. Not all items require discussion or deliberation.
- Furthermore, some items may have been discussed and explained previously, and additional discussion will be repetitive and unnecessary. As the name implies, items on the consent agenda assume general agreement, or consensus, on the approval or vote.



- **The category “consent agenda” should be listed as an item on the meeting agenda, and each item covered by this category should be identified separately in the document.**
- If a group member has a question, it can be directed to the person responsible for that item prior to the meeting.
- If the question is not resolved to the member’s satisfaction, the member may request, during the meeting, that the item be removed from the consent agenda and discussed separately before a vote.



## **54. Circulating resolutions**

54.1 This clause 54 applies to resolutions which the Act, or this constitution, requires or permits to be passed at a general meeting, except a resolution under section 329 of the Act to remove an auditor.

54.2 The Company may pass a resolution without a general meeting being held if all the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

54.3 Separate copies of a document may be used for signing by Members if the wording of the resolution and statement is identical in each copy.

54.4 The resolution is passed when the last Member signs.



# Minutes should include...

- Meeting date
- Meeting time/ location
- Meeting Purpose
- List of invited participants/actual attendees
- List of persons receiving copies of minutes
- For each agenda item:
  - Discussion summary – short statement of main point
  - Decision(s) made – list all decisions
  - Action Item(s) – list all with who/what/when
- Date of next meeting

**MINUTES SHOULD BE A SUMMARY - NOT EVERY WORD**

ITEM	DETAILS	ACTION [Recommended or taken]
1) Welcome		
2) Apologies		
3) Minutes of the Previous Meeting	Minutes of the meeting held on _____ were previously distributed.	Motion: "That the Minutes of the meeting held on _____ be accepted". Moved: Seconded:

This format may help keep track – minutes



## **Making minutes count...**

Minutes serve several important functions and are worthwhile even for regular staff meetings:

- Record the meeting for participants
- Record the meeting for others who did not attend
- Record decisions made
- Record actions needed
- Document implementation plans
- Provide a checklist for follow up

**A GOOD SCORER .....**

**WILL ALWAYS BEAT A GOOD BATSMAN**



- Questions ?????
- Further Assistance contact  
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- Patrick Moriarty – Our Community

