



Netball NSW

Directors Handbook

Adopted by New South Wales Netball Association Ltd at its Board Meeting held on 6 May 2025

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Definitions

For the purposes of clarification, in this handbook and within Netball NSW:

Association and Affiliate Association means any Affiliate Member as defined in accordance to clause 9.3 of the Netball NSW Constitution.

Board means the Board of Directors of the Company.

Business Day means a day on which banks are open for general banking business in New South Wales, excluding Saturdays and Sundays.

Chief Executive Officer means the Chief Executive Officer of the Company.

Chairperson means the Director that has been appointed by the Directors as President of the Board of the Company in accordance of clause 16 of the Netball NSW Constitution.

Company means the New South Wales Netball Association Limited, trading as Netball NSW.

Company Information means all communications, correspondence, reports, minutes, and other papers and documents relating to any of the affairs or business of the Company.

Constitution means the Netball NSW constitution and any supplementary, substituted or amended Constitution in force from time to time (<https://nsw.netball.com.au/policies>).

Delegate means, with respect to Affiliate Members, Interested Members and Community Members, the person or persons appointed by each of them in accordance of the Netball NSW Constitution who will have the rights or obligations set out in the Netball NSW Constitution.

Directors mean the Company's directors.

Intellectual Property means all rights or goodwill subsisting in copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to the Company or any event, competition or activity of or conducted, promoted or administered by the Company.

Netball means the sport and game of netball as determined by the International Netball Federation Limited and Netball Australia.

Netball Australia means the organisation existing from time to time which is to conduct, encourage, promote, advance and manage Netball throughout Australia through and by the member organisation in the interest of the Members and Netball.

Volunteer means all volunteers and players that undertake duties, work and/or functions as requested by Netball NSW.

Voting Member means a member of the Company that is entitled to vote at Member's Meetings, being the Affiliate members, Directors and Life Members.



Introduction

The Directors' Handbook outlines our policies, procedures and information needed by Directors to assist with understanding their roles and responsibilities to Netball NSW.

All Netball NSW policies will be provided at the Director Induction after their appointment or election to the Board. Policies can be accessed on the Netball NSW website at the following address: <https://nsw.netball.com.au/policies>.

If you have any questions in relation to this document, please speak directly with the Netball NSW Chairperson or Chief Executive Officer.

Directors' duties arise from the following sources:

- The common law;
- Statutes, including the *Corporations Act 2001* (Cth);
- The Constitution of the Company;
- Resolutions passed at Member's or Directors' meetings; and
- Rules of a regulatory body, where applicable.

It is a fundamental principle that all Netball NSW business affairs shall be conducted legally, ethically and with strict observance of the highest standards of integrity and propriety.

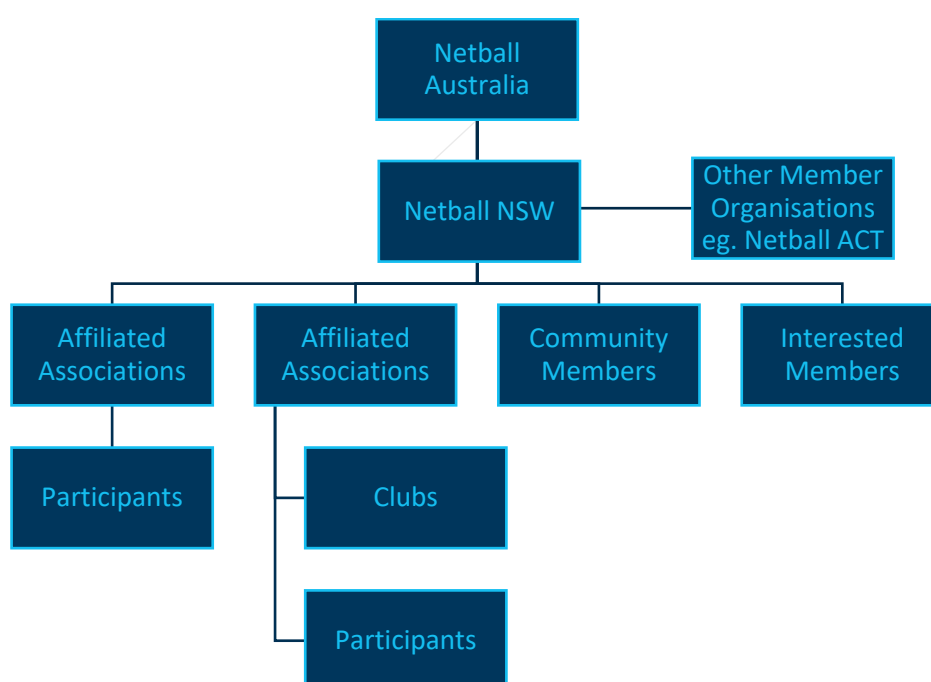
Netball NSW is committed to the creation of a positive sporting environment that supports, encourages and provides opportunities for all Members to achieve their sporting potential. The Board acknowledge the need to embrace change and continuous improvement in our services, support and recognition of our volunteer membership. The Board is committed to developing a sporting culture that is based on integrity, equity, diversity, trust and respect for one another.

The Board of Directors of Netball NSW will aspire to:

- create a positive sporting environment that supports, encourages and provides opportunities for all members to achieve their sporting potential;
- embrace change and continuous improvement in Netball NSW's services;
- lead by example;
- build effective communication and teamwork amongst all members;
- support, promote and recognise volunteer contribution and achievement;
- demonstrate integrity and transparency in decision-making;
- foster community involvement;
- develop a sporting culture that is based on integrity, equity, diversity, trust and respect for one another;
- promote the traditions of the game of netball whilst always seeking new opportunities to strengthen and expand the game;
- support members to maintain a safe, healthy and secure environment; and
- on an annual basis, review and measure performance against strategic and operational plans.

The Board will maintain a professional approach at all times. The Board will promote the traditions of the game of netball whilst always seeking new opportunities to strengthen and expand the game and the Company.

Hierarchy of Netball in Australia



History of Netball NSW

From humble beginnings in 1929 when it had only a handful of players, Netball NSW has grown to become one of the largest independent sports organisations in this state. With over 119,000 members playing and enjoying netball at all levels of performance in cities, suburbs, and country towns in all corners of New South Wales, our sport continues to grow both on and off the court as Netball NSW becomes increasingly successful and professional.

History proves that NSW is one of the most successful netball states in Australia, claiming countless national titles and producing some of the best players in the country. Much of this success can be attributed to the wide range of programs and services Netball NSW offers to its members – from the grassroots level through to the elite. Our coaching and umpiring personnel travel the state to conduct accreditation courses and clinics, ensuring the continued development and providing support for our affiliated associations and their officials. Netball NSW also provides pathways for those umpires, coaches and officials to further their pursuits, offering camps, update courses and seminars to talented and identified officials.

For the players there are endless opportunities for skill development and advancement. Junior Development Officers visit schools and community groups in many regions of New South Wales, running clinics for thousands of children every month in an effort to encourage and promote netball as far and wide as possible.

From their local club team, to association representative teams, from talent squads and Academies of Sport, talented players are also offered pathways to continue their netball ambitions as they strive to represent New South Wales or even Australia.

At the elite end of the player pathway the NSW Swifts and GIANTS Netball participate in the Suncorp Super Netball ('SSN'). The NSW Swifts have seven Premierships in their trophy cabinet – four Commonwealth Bank Trophies (when they were known as the Sydney Swifts), the 2008 Trans-Tasman ANZ Championship and the 2019 and 2021 Suncorp Super Netball titles. The NSW Swifts are the only

team in Australian netball to have won Premierships in each three editions of the national championship in the modern era, making them the nation's most successful club.

Board Induction

All new Directors will be briefed by the Chairperson and the Chief Executive Officer and will receive a copy (either electronically or by hard copy) of the following items:

- Constitution;
- Strategic plan;
- Organisational chart;
- The Operational Plan and Annual Budget;
- Most recent Annual Report and Financial Statements;
- At least the last two sets of Board Papers;
- Policies register;
- Directors and Officer's insurance policy;
- Deed of Indemnity and Access; and
- Other relevant documents on request.

The Board may have the opportunity to receive governance training on an annual basis to help the Directors better understand their obligations to the organisation and their legal duties. The timing of this training will be determined by the Board, taking into account the date any Directors may have commenced their term during the year. The organisation may also support individual Directors undertaking appropriate professional development and may with prior agreement, meet or contribute to the cost of such training. Training may form part of Board Meetings.

Board Composition

The Board will consist of seven (7) Elected Directors and up to two (2) Appointed Directors.

An Elected Director is elected for a term of three years. An Elected Director can be elected for up to three consecutive terms (9 years). The following rotation system is utilised 3 Directors, 2 Directors and 2 Directors respectively through the rotation at each Annual General Meeting.

The exception would be a Casual Vacancy that needs to be filled in accordance with clause 14.7 of the Constitution. An Appointed Director is appointed for a term at the discretion of the Board, as per clause 14.16 of the Constitution for a term of up to 2 years with a maximum of 6 years.

Office of Chairperson and Deputy Chairperson

For the office of Chairperson or Deputy Chairperson, Directors will vote to elect these positions amongst the Elected Directors as per clause 16 of the Constitution.

Nominations for the positions of Chairperson and/or Deputy Chairperson will be called for by the Company Secretary as and when the positions become vacant, and, as far as reasonably practicable, a minimum of seven calendar days prior to the Board meeting at which the Directors will vote to elect these positions. Noting that it is possible that a potential nominee may be elected or appointed to the Board within 7 days of that meeting in which case the Company Secretary may shorten that timeframe.

It is further noted that the intention is that the Board will elect the Chairperson and Deputy Chairperson for a term to conclude at the Board meeting following the applicable AGM, however if

they are subject to re-election at that AGM and fail to be elected, then their term will conclude immediately at that AGM.

The names and CVs of those nominating will be circulated to the Directors in writing by the Company Secretary prior to the Board meeting.

For the avoidance of doubt:

- Where the Elected Director holding the position of Chairperson is up for election at an AGM, the Deputy Chairperson shall act as Acting Chair for the period until the Board votes to elect a new Chairperson at the next Board meeting. This will include being responsible to chair the Council Meeting immediately following the AGM in the event the Chairperson is not re-elected. If re-elected, the existing Chairperson will continue in that position until the next Board meeting, or for the duration of their appointed term (whichever is the greater).
- Where the Elected Directors holding the positions of Chairperson and Deputy Chairperson are both up for election at an AGM, the Directors shall determine who will chair the Council Meeting immediately following the AGM at the last Board meeting prior to the AGM to act as Acting Chair in the event they both fail to be re-elected.

Individual Responsibilities of Directors

Director's will seek to enhance their contribution by:

- Meeting fiduciary responsibilities as required under all relevant Commonwealth and State legislation and under common law;
- Complying with Netball NSW Constitution, rules, regulations and policies;
- Acting with their duty of care to make decisions in the best interest of Netball NSW;
- Developing strategic planning and direction of Netball NSW including approving the Strategic Plan and budget, monitoring organisational performance and evaluating strategic results, and approving expenditure outside the approved budget and delegations;
- Developing and implementing policies;
- Monitoring the Chief Executive Officer and organisational compliance with the relevant Commonwealth and State legislation and with Netball NSW's own policies;
- Maintaining the confidentiality of any information they receive by virtue of being a Director of Netball NSW;
- Evaluating their collective effectiveness as a Board;
- Committing the time necessary to discharge effectively their role as a Director, ensuring they have read and properly understood documentation upon which they are asked to make a decision, or which they are asked to execute;
- Acting in a business-like and professional manner at all times;
- Acting against corporate fraud, breach of continuous disclosure and misconduct by other directors and officers;

- Using independent judgement, common sense and tact when discussing issues;
- Maintaining strict impartiality and declaring conflicts of interest or material personal interests in a transaction in a timely manner;
- Not improperly using their position or information obtained as a Director to gain an advantage for self or someone else or causing detriment to Netball NSW;
- Asking questions through the Chairperson or Chief Executive Officer when documentation presented is not readily comprehensible or, by reasons of your past knowledge and experience, questions arise as to the veracity of the decision you are asked to take; and
- Supporting “the letter and the spirit” of decisions of the Board and maintaining strict impartiality and confidentiality at all times outside the boardroom.

Duties of Directors – General

- Set and prioritise the strategic direction for the Company on an annual basis and conduct an annual review of performance against the approved plan. The Board in conjunction with the Chief Executive Officer and the Executive Team are responsible for creating and reviewing the Strategic Plan on a regular basis to ensure accuracy of information and relevance of the identified strategies which reflect contemporary issues.
- Monitor operational plans to execute the strategies as presented to the Board by the Chief Executive Officer.
- Review the management of the Company’s finances and management of funds, ensuring accurate records of the assets, liabilities and properties of the Company are kept and maintained.
- Prepare for Board meetings by considering issues you wish to raise on the matters on the agenda. Consider adequately prior to the Board meeting the briefing material provided, including clarifying with the Chairperson or Chief Executive Officer basic queries related to the briefing material that has been disseminated. This could take a number of hours.
- Participate openly and respectfully with fellow Directors in meetings.
- Become familiar with the Constitution, with the regular reports, policies and operations of the Company and with the environment in which the Company operates and applicable laws.
- Inform the Chairperson within timely manner of any changes to your circumstances and complete a new Declaration Form for the first Board meeting after each AGM.
- Inform the Chairperson of dates when you will be absent and unavailable for Board meetings.
- Review and ratify systems of internal compliance and control, codes of conduct and legal compliance.
- From the Board, and on the Chairperson’s recommendation, make appointments of Directors to Committees, being:
 - Audit and Risk Committee

- People and Culture Committee
- Governance Committee
- Nominations Committee
- Make appointments to such Panels as required being, but not limited to:
 - Anne Clark BEM Service Award Panel
 - Hall of Fame Panel
 - Margaret Corbett OAM Coaches Award Panel
 - Dot McHugh OAM Administrator of the Year Panel
 - Judy Dunbar Media Award Panel
 - Historical & Archive Panel
 - Recognition Reference Panel
 - Netball NSW Waratah Service Award Panel
 - Community Volunteer of the Year Award Panel
 - Community Excellence Award Panel
 - Any other Panel as required time to time, as determined by the Board.
- Make appointments of Delegates to such other Organisations as required being, but not limited to:
 - NSW Olympic Committee
 - NSW Commonwealth Games Association
 - Sport NSW

Meetings of the Board of Directors

Meetings of the Board will be conducted in a manner commensurate with meetings held by Boards (or their equivalent) of Australian sporting organisations.

The responsibility to ensure that meetings are conducted in an appropriate manner rests with the Chairperson or in the absence of the Chairperson, the Deputy. In making decisions as to how a meeting will be conducted, or how any individual aspect of a meeting will be managed, the Chairperson will have regard to:

- ensuring that the Agenda for the meeting is being adhered to;
- allowing appropriate time (in accordance with the Agenda) to allow for the meaningful exchange of views and opinions;
- bringing to an end unnecessary and repetitive discussion which does not progress an Agenda item meaningfully;
- ensuring that Board members have clarity on any actions arising from the discussion of any Agenda item;
- ensuring that Board members are able to discharge their individual and collective obligations to the organisation; and
- ensuring that Board members are adhering to their responsibilities under the Code of Conduct.

The Board will meet at least seven times throughout the year.

A record of submissions and papers, together with minutes of the meetings will be maintained and held by the Company Secretary at the registered office of the Company. In ordinary times, the agenda for, and minutes of, meetings will be sent to all Directors six business days prior to meeting.

Any dissenting Director shall be entitled to have the opinion of that Director recorded in the minutes.

Representatives of external auditors, the Company's Executive Staff and individuals with specialist knowledge or experience can and may be requested to attend and report at meetings of the Board as appropriate. Such attendance by Executive Staff shall at all times, be requested and arranged through the Chief Executive Officer.

Circular Resolutions

- Circular Resolutions are not intended as a substitute for resolutions that require extensive presentations or discussion between Directors.
- The Directors may pass a resolution by a "circular resolution" by email whereby a decision is required prior to the next scheduled Board meeting.
- If a Circular Resolution is used, all Directors must indicate their approval or otherwise of the Circular Resolution. This is to be done by each Director indicating by return email in 'reply all' of their decision regarding the Circular Resolution.
- All Directors must agree to the proposed Circular Resolution in order for the Circular Resolution to be carried.

The collated copies of the emails relating to that Circular Resolution will be the record of the decision of the Board. At the Board meeting immediately following the Circular Resolution, the decision made will entered into the Minutes.

Procedure:

The Chairperson must clearly establish the timeframe and format for voting. A Circular Motion number will be allocated. This will be circulated to the entire Board, who should reply via 'Reply All' email stating their support, or not, of the Motion.

When the Chairperson is aware of the outcome of the circular resolution, they are responsible for communicating the result to Directors.

The result will be recorded in the next Board Papers.

Board Evaluation

The Board will undertake an annual evaluation of its performance and effectiveness and formally record and report its findings. The review will be conducted in a manner that evaluates against standards and performance expectations set by the Board and driven by the People and Culture Committee.

In undertaking its annual review, the Board aims to:

- reach a balanced view of its performance, identifying the positive aspects of the Board's operation and areas for improvement;
- identify a benchmark against which it can assess its collective and individual progress and performance over time; and
- identify a basis to establish agreed performance objectives for the Board.

The process may include external assessments, questionnaires, confidential non-attribution interviews, peer and self-appraisal, and formal consideration of the findings. Additionally, it may include feedback from the Executive Staff, senior management and key stakeholders.

As part of this process, there may be assessments of individual Directors' performance, the Chairperson and committees.

The outcome of the evaluation process should be used as the basis to identify any gap in the skills mix of the Board, performance issues and Director professional development opportunities.

Board Ethics

Board members shall, in all business conducted by or under the auspices of the organisation:

- report to the Chairperson and be accountable for the performance of their duties as a Director;
- place the interests of the organisation over their own interests of those of any other person or persons;
- observe the provisions of the Constitution, policies, and rules of the organisation;
- devote to their duties the amount of time required to carry them out thoroughly and effectively;
- treat the other Directors, other members, staff, and stakeholders with respect; and
- not act so as to bring the organisation or its mission into disrepute.

Code of Conduct

Directors of Netball NSW are expected to conduct themselves both professionally and honestly in all matters. The *Netball NSW Board Code of Conduct* (Annexure A of the Directors Handbook) outlines the required standard of acceptable conduct and behaviour that is expected of all Directors in the performance of their duties and interactions within our organisation. The *Code of Conduct* also governs the way in which Directors are to relate to staff, professionals, clients, visitors and internal/external stakeholders.

Conflict of Interest

The Board has developed this Handbook to provide guidance in the event of a conflict of interest arising. This Handbook provides guidance in respect of conflicts that may arise due to the close relationship between the Company and its affiliated Associations, but also in respect of conflicts arising from personal interests involving Directors of the Company.

Directors have a fiduciary relationship with Netball NSW and have a duty to act in good faith and for a proper purpose, as well as a duty not to act in a way that is detrimental to Netball NSW. It is the responsibility of all Directors to ensure that their personal interests do not directly or indirectly create, or give rise to the perception of, a conflict with the interests of Netball NSW.

What is a conflict of interest?

A conflict of interest arises when there is a conflict between a Director's private interests (which may include their business, personal, legal or financial interests or duties owed to persons other than Netball NSW) and the Director's duties and responsibilities as a Director of Netball NSW. In circumstances where a Director has a conflict of interest, the Director's private interests have the potential to directly or indirectly influence the way in which the Director carries out his or her duties for Netball NSW.

A Director must not allow a conflict of interest to compromise their position as a Director. A Director's "personal" interests (for example, a shareholding in another company) or other duties (for example, being a committee member of a related entity) and their duty to Netball NSW must not be brought into conflict.

A conflict of interest can be *actual* (where a conflict already exists), *potential* (where a conflict of interest may arise) or *perceived* (where it could reasonably appear that a conflict of interest exists). A conflict of interest can also include a conflict between the interests of Netball NSW and the interests of any person with whom the Director has a close personal relationship.

Avoiding conflicts of interest

Directors must take all reasonable steps to avoid a conflict of interest between their private interests and their professional responsibilities to Netball NSW.

Without limitation, Directors must not (without the prior consent of Netball NSW):

- enter into contracts, business interests and/or other activities that may conflict in any way with the interests of Netball NSW and the Director's responsibilities to it, or adversely impact the reputation, business or goodwill of Netball NSW;
- demand, claim or accept any fee, gratuity, commission or benefit from any person or persons (other than Netball NSW) for, or in relation to, any matter or thing concerned with the Director's duties to Netball NSW; or
- use Netball NSW time or resources on any activity of a work nature that does not relate to the business of Netball NSW or a Director's professional responsibilities.

Disclosing and managing conflicts of interest

Directors must declare any actual, potential or perceived conflict of interest. It is the responsibility of the Director to report any conflict of interest at the earliest possible opportunity. When making any disclosure, it is the Director's obligation to do so fully and frankly.

If the disclosure occurs outside of a Board meeting, it should be made, in writing, to the Chairperson.

Where there is a conflict of interest, the Board will decide what action to take. Depending on the circumstances, this may include, but is not limited to:

- no action being taken;
- the situation being monitored;
- the Director with the conflict not being involved in any discussions, decisions, negotiations and/or assessments that may be affected by the conflict of interests;
- restricting the involvement of the Director with the conflict in a matter;

- removing the Director with the conflict entirely from the matter; supervision of the Director with the conflict in relation to the matter; or
- the Director with the conflict relinquishing any external interests and/or roles causing the conflict of interest

Directors must comply with the Board 's decision and any reasonable and lawful directions given to the Director in relation to the management of any conflict of interest.

Disclosures that occur in Board meetings will be recorded in the minutes of the meeting. The Board must then determine whether the interest of the Director is a material personal interest for the purposes of the meeting. If the Board considers the interest is a material personal interest, the Director will not be permitted to remain in the meeting during the consideration of that matter and will not be permitted to vote in respect of it. If the Board does not consider that the interest is a material personal interest, the Director will be permitted to remain in the meeting and will be allowed to vote in respect of the agenda item. Notwithstanding, if a Director has made a declaration, then the Director may elect not to participate in a meeting or to vote in respect of an agenda item.

Confidential Information

Confidential information relating to general operations and stakeholders may become known to Directors in the course of their involvement. It is of considerable importance to Netball NSW that confidential matters be regarded as privileged. It is Netball NSW policy that all written material and verbal communication of a confidential nature should remain confidential and not disclosed to other parties.

Each Director has a responsibility to protect the confidentiality of Company information relating to Netball NSW and its stakeholders. "Confidential information" includes any information:

- determined by the Board or the Chief Executive Officer, and so declared by marking "confidential" or by statement agreed by the Board at the time of declaration; or
- which may be reasonably considered by the Board to be commercially or otherwise sensitive or likely to be so to the Board.

Directors have a duty not to make unauthorised disclosure or use of information and a duty not to disclose or exploit confidential information, such as commercially or price sensitive information or information which is confidential by virtue of a contractual arrangement.

Directors should not reveal any discussions or meetings or documents relating to policies or plans in their initial stages without the consent of the other members of the Board.

Directors must remember that they have a duty to act in the interests of Netball NSW as a whole, which includes the interests of all members.

Directors should support all determinations of the Board regardless of their support or dissent during the Board meeting. It is essential that discussions of the Board are freely entered into. However, it is imperative that beyond the meetings of the Board all Directors are united in the determination of the Board.

Directors must always be sure that their actions are in the best interests of Netball NSW, rather than for political expediency. This may from time to time place a Director in a difficult position, for example if asked to comment by a member, on a matter confidential to Netball NSW. The Directors duties to

Netball NSW must always be upheld despite the relationship which may exist between the Director and the member.

The Act also impose a statutory duty on a Director not to make improper use of the information acquired by virtue of their office to gain, directly or indirectly, an advantage for themselves or for any other person or to cause detriment to Netball NSW.

Grievances

If a grievance or dispute between Directors arises, it is acknowledged that this may threaten the proper functioning of the Board. The Board takes all grievances seriously. However, there is no “one-size fits all” approach to dealing with issues that arise in the workplace. For this reason, the Board, in its absolute discretion, reserves the right to address and manage a grievance in a manner it considers appropriate in the circumstances.

The Chairperson should ensure that:

- Directors are aware of this process;
- any grievances or disputes are handled respectfully, confidentially and fairly; and
- any Director who raises a legitimate complaint or grievance is provided with reasonable support and will not experience any detriment as a result of raising a grievance or complaint.

Notification and management of grievances

This section sets out examples and guidance around the notification and management of grievances.

The parties should seek a speedy and fair resolution of a grievance or dispute to ensure the Board can continue to function. The parties should meet and discuss the matter in dispute and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

If the parties are unable to resolve the matter informally, the Director may provide written notice of the dispute to the Chairperson. The Chairperson will receive any information of a grievance or dispute and investigate to decide if further action is necessary. If the Chairperson is party to the grievance or dispute, the Deputy Chair, or another Director (as determined by the Board) will take their place.

The Deputy/Chairperson will endeavour to bring the parties together (where appropriate) in a genuine attempt to resolve the dispute. If the complaint is not resolved, the Board may, amongst other things, appoint an external investigator or mediator to deal with the dispute. In certain circumstances, the Deputy/Chairperson may consider it necessary to ensure the effective functioning of the Board, to advise the Board of the nature of the grievance or dispute.

Mediation

If mediation occurs:

- the parties to the mediation will have every opportunity to speak and to be heard;
- due consideration will be given by all parties of any written statement submitted by any party;
- the mediation must be confidential and without prejudice;
- the parties will be required to sign a mediation agreement setting out the parties’ agreement to maintaining confidentiality; and
- the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute otherwise at law or in accordance with the Constitution or relevant policy.

Remedies/sanctions

Where a determination is made that a grievance is substantiated, the Board will consider whether, and what, disciplinary action is appropriate. Some examples of the types of action that may be considered in response to a substantiated grievance include:

- an apology (verbal or written);
- an undertaking that the behaviour will cease;
- a formal warning;
- suspension (with or without pay);
- whatever steps may be required to have the relevant Director removed from the Board; and/or
- awareness-raising sessions and training.

In determining the appropriate action to be taken, circumstances which may be taken into account include:

- the seriousness of the conduct;
- whether those involved knew what they were doing and intended to do it;
- whether there are any mitigating circumstances; and
- any other relevant matters.

Use of Alcohol, Illicit Drugs and Smoking

Netball NSW is a smoke free and drug free environment. Directors must not be affected by alcohol or illicit drugs at any time while representing Netball NSW in accordance with the *Netball NSW Code of Conduct* and the relevant policy

Media and Social Media

Netball NSW has a *Social Media and Cyber Safety Policy* in place and is committed to ensuring that Directors are aware of and understand the Social Media and Cyber Safety Policy, enabling them to participate professionally or personally in social media, while being mindful of their responsibilities and Netball NSW's obligations.

Netball NSW supports the use of personal and professional social media as a timely and effective method of communication. Social media can help the organisation influence and engage in conversations with existing members, reach potential new members and engage with communities with shared interests.

When a Director identifies their position with Netball NSW on social media, or this association is known to other users of social media, the content of the Director's site or comments and conduct may in turn be associated with Netball NSW. For this reason, users must engage in a professional and responsible manner. Directors acknowledge that any social media accounts or any other aspect of the Director's personal digital footprint (such as LinkedIn, Twitter and Facebook) they may hold that in

any way discloses their position with Netball NSW is subject to the reasonable direction and control of the Board.

Directors' Guidelines

Directors are responsible for anything that they post on social media. When using social media for professional and/or personal use, the Director must:

- not engage in inappropriate behaviour, including behaviour that may impugn the reputation of Netball NSW;
- not commit Netball NSW to any action or initiative without appropriate authority;
- ensure all content published is accurate and not misleading;
- not post comments, images or otherwise act on social media in a way that is obscene, defamatory, threatening, harassing, discriminatory or hateful to, or about work, colleagues, members, peers or Netball NSW;
- not post comments, images or otherwise act on social media in a way that may compromise public confidence in Netball NSW.
- with respect to any purportedly personal account, not use the Netball NSW logo and provide a disclaimer making it explicit that the Director's views are purely personal and not necessarily representative of any other organisation;
- be aware of and comply with laws covering defamation, privacy, discrimination, the protection of intellectual property and any other applicable laws;
- ensure that comments are respectful to those the Director communicates with online;
- be aware that the Director can be identified as the source of content, even without explicitly identifying themselves;
- adjust privacy settings to limit access as appropriate;
- be aware that any content posted may be re-broadcast, linked to or shared almost immediately and may also be apparent in future searches even after deletion;
- obtain advice from the Board if the Director is unsure about whether particular content is appropriate to post;
- not make any statement, written or verbal, to the public or media in connection with any Netball NSW or SSN business unless authorised to do so in writing; and
- refer all media enquiries to the Executive General Manager Commercial and Marketing.

Work, Health and Safety

All Directors are responsible for ensuring that a safe environment exists. Where possible, equipment provided for health and safety purposes must be used and Directors must obey any reasonable instruction made to them in relation to health and safety

Every Director must adhere to the following whilst at representing Netball NSW:

- Take responsibility for their actions, to ensure that the health and safety of others in the environment is not put at risk;
- Work safely, taking care of equipment, ensuring that their particular area is free from hazards;
- Notify Chief Executive Officer or Venue Supervisor of actual and potential hazards;
- Obey health and safety instructions; and
- Refrain from intentionally interfering with or misusing any equipment, in the interests of health, safety and welfare.

Expenses

- Pursuant to Netball NSW Constitution, honorariums are approved annually by Voting Members at the first Council Meeting annually. All Directors, excluding the Chairperson, may receive an honorarium of \$1000.00 **in lieu of incidental expenses** not limited to but including telephone calls, tolls, mileage. The Chairperson may receive an honorarium of \$5,000 in lieu of incidental expenses, not limited to but including telephone calls, tolls, mileage.
- Other expenses can be approved at the discretion of the Chairperson.

Deed of Indemnity and Access

Netball NSW will indemnify its Directors in accordance with the Netball NSW Constitution. Consistent with this indemnity, each Director may enter into a Deed of indemnity which may include additional provisions relating to (without limitation) confidentiality and access to Board papers.

Dress Standards

The Board Room dress code is business casual. Whilst representing Netball NSW on occasions or at community-based commitments, discretion should be used to determine appropriate dress including the wearing of Netball NSW branded items.

Parking

Directors of Netball NSW are currently issued with a car parking pass to park at P7. Any parking passes given must be kept secure at all times and can only be used by the Director. Parking passes must be displayed in the vehicle's windscreen. Netball NSW takes no responsibilities for any Directors parking if no permit is displayed.

The Anne Clark BEM entrance is only for the use of Directors and a swipe card is required for exit. All other guests/visitors must enter via the main entrance.

Directors Attendance to Netball NSW Events and Functions

The Chairperson or their designated representative will lead all ceremonial events. If Netball NSW events are held and there is a budgetary provision the following may apply;

Netball NSW State Dinner – each Director shall receive an invitation to attend for self and guest. RSVP is required.

Netball NSW President's Dinner (every 5 years – if held) – each Director shall receive an invitation to attend for self and guest. RSVP is required.

Netball NSW Premier League, Metro League and Summer Series – for any opening function and presentation – each Director shall receive an invitation to attend for self. RSVP is required.

SSN NSW Swifts and GIANTS Netball Home Games - each Director shall receive an invitation to attend for self and guest which may include attendance at pre-match function (if held) and corporate box seating.

Netball NSW Life Members' Function (if held) - each Director shall receive an invitation to attend for self. RSVP is required.

Junior and Senior State Titles— each Director shall receive an invitation to attend for self. Accommodation may be provided for events held outside Metropolitan area, in line with budgeted provision and Board approval. Senior State Titles are usually held over the June long weekend, and the Junior State Titles are usually held on the first weekend and Monday of the July school holidays. It is not mandatory that Directors attend the three days of the Titles, but where possible a **Directors presence for both the Opening and Closing of the events** will be required. This will be decided at the Board meeting prior to each of the Titles events. RSVP is required.

Other ad-hoc functions such as Sport NSW Awards Dinner - each Director shall receive an invitation to attend for self. RSVP is required

Ceremonial events such as Presentation for Premier League, Metro League, Summer Series competitions ***hold an expectation of Director attendance***. This can be decided at the Board meeting prior to these events.

Note:

- Tickets/invitations as provided to each Director are not transferrable.
- Travel to/from such Netball NSW events is not reimbursable.

Directors Attendance at Netball Australia Events and Functions

If Netball Australia events are held and a Netball NSW team is participating, subject to their being a budgetary provision the following may apply;

SSN Finals Series - NSW	Each Director shall receive an invitation for themselves and a guest which may include attendance at a pre-match function (if held) and corporate seating. Travel to and from games is not reimbursable and invitations/tickets are not transferrable.
SSN Finals Series - Interstate	Each Director may attend one away game during the SSN finals series including travel on a fly in fly out basis for themselves. Where there is a need to stay overnight then accommodation will be included. The 'best possible' seat will be provided. The Chairperson will be entitled to attend all away SSN Finals Series matches, where appropriate.
Netball Australia AGM, Council Meetings and Strategic Forums	The Chairperson and one other Director shall attend as Netball NSW Delegates. If the Chairperson is unable to attend, the Directors shall appoint an alternate delegate.
Australian Netball Championships (ANC) Under Age Nationals – 17 & Under and 19 & Under - NSW	each Director shall receive tickets for self and a guest to attend all sessions including finals and any associated functions held by Netball NSW.
Australian Netball Championships (ANC) Under	Each Director shall be entitled to and may attend the finals series, including air travel and accommodation. The duration of the trip shall be at the discretion of the Chief Executive Officer and Chairperson and take into consideration flying times, availability and flexibility of services, and be

Age Nationals – 17 & Under and 19 & Under - Interstate	within budget parameters. When this competition is played in ACT travel will be within the Directors honorarium. Where matches are held in Perth or Darwin, and if required one extra night's accommodation shall be provided
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Appointment to Committees

The Board shall appoint from its Directors and after consideration of the Chairperson's recommendations, at the first Board meeting held after the Annual General Meeting, the following Committees:

- Audit and Risk Committee
- People and Culture Committee
- Governance Committee
- Nominations Committee

The Chairperson shall recommend to the Board the composite of the Committees.

With the exception of the Chairperson, each Director will be appointed to a maximum of two Committees only.

The Chairperson will liaise with Directors and recommend appointment for each of the Committees.

The Chairperson is the ex officio member all Committees.

Please refer to each Committee's Term of Reference for further clarity on their role and purpose.

ANNEXURE A - BOARD OF DIRECTORS CODE OF CONDUCT

Policy Statement and Scope

The Board of New South Wales Netball Association Ltd (“**Netball NSW**”) has adopted this Code of Conduct (the “**Code**”). Under the leadership of the Chairperson and assisted by the Chief Executive Officer and Management, the Board is to be proactive in implementing Netball NSW’s objectives, having regard to the requirements outlined in the Constitution and powers vested to determine and articulate Netball NSW’s values, vision and strategic direction.

Netball NSW requires all Directors to maintain high standards of ethical conduct and integrity in all matters concerning their position with Netball NSW. Netball NSW takes seriously its obligations to comply with all Commonwealth, State and local government laws and regulations, as well as common law obligations, and requires all Directors to do the same.

This Code applies to all Directors of Netball NSW. This Code applies to out-of-workplace and out-of-hours conduct, insofar as the conduct is connected with a Director’s position and has an impact on the reputation or business activities of Netball NSW.

Charter

The Board of Directors of Netball NSW will aspire to:

- create a positive sporting environment that supports, encourages and provides opportunities for all members to achieve their sporting potential;
- embrace change and continuous improvement in Netball NSW’s services;
- lead by example;
- build effective communication and teamwork amongst all members;
- support, promote and recognise volunteer contribution and achievement;
- demonstrate integrity and transparency in decision-making;
- foster community involvement;
- develop a sporting culture that is based on integrity, equity, diversity, trust and respect for one another;
- promote the traditions of the game of netball whilst always seeking new opportunities to strengthen and expand the game;
- support members to maintain a safe, healthy and secure environment;
- on an annual basis, review and measure performance against strategic and operational plans.

Behavioural Expectations

Directors must act within the law, with honesty, integrity, and with professionalism in accordance with Netball NSW’s high standards of ethical conduct. Adherence to this Code is a term of each Director’s position with Netball NSW. Any Director who breaches this Code may be subject to disciplinary action, including whatever steps may be required to have the relevant Director removed from the Board.

Directors must always respect the rights of others and it is every Director’s responsibility to contribute to a safe working environment where all Netball NSW personnel are treated equally and with respect at all times. This Code applies to all Netball NSW’s work locations, events and any situation outside the workplace where the Director can be perceived as representing Netball NSW.

Without limitation, Directors must:

- a) meet fiduciary responsibilities as required under all relevant Commonwealth and State legislation and under common law;
- b) act within their duty of care to make decisions in the best interests of Netball NSW;
- c) avoid any real, perceived or potential conflict of interest;
- d) develop the strategic planning and direction of Netball NSW, including monitoring organisational performance and evaluating strategic results;
- e) develop, monitor and implement policies;
- f) interact with key stakeholders and members to inform them of achievements and to ensure that they have input into the determination of strategic goals and direction;
- g) report back to the stakeholders at relevant forums through the Chairperson and the Executive Officer;
- h) act with respect, integrity and demonstrate ethical leadership;
- i) act with Board solidarity around Board decisions and agreed actions;
- j) monitor senior management (including key volunteers) and organisational compliance with relevant Commonwealth and State legislation and with Netball NSW's own policies;
- a) evaluate their effectiveness as a Board, including maximising strategic alignment between Netball NSW and State jurisdictions;
- b) obey the reasonable and lawful directions of Netball NSW at all times;
- c) not condone, permit, or fail to report any breaches of this Code by other Directors;
- d) not discriminate against, harass, bully, victimise or vilify anyone connected with Netball NSW;
- e) attend Board meetings, read Board papers and be knowledgeable about the matters for discussion at meetings;
- f) not make, comment, authorise or endorse any public criticism or statement of either Netball NSW or its management team that may be prejudicial to the best interests of Netball NSW;
- g) maintain the confidentiality of Netball NSW's confidential information and Board discussions;
- h) observe the rule and spirit of all laws and regulations which govern the operation of Netball NSW, its business environment and its employment practices;
- i) avoid bias in decision-making and remove themselves from decision-making where they are unable to remain objective;
- j) support a diverse, inclusive and welcoming culture;
- k) never pressure a person to resign or cease their engagement with Netball NSW;
- l) exercise objectivity in administration, particularly with respect to reward and discipline;

- m) not perpetrate, permit or fail to report violations of any Commonwealth, State or local government law or regulation;
- n) never falsify, or be a party to falsification of, any Netball NSW or stakeholder documents;
- o) not offer, promise, authorise, provide or receive bribes; and
- p) comply with the *Corporations Act 2001* (Cth).

Care and Diligence

Directors must exercise due care and diligence in the performance of their duties and responsibilities. This should include such activities as ensuring accuracy of all information on which decision-making is based, attending to detail in all aspects of work, being mindful of the sensitivities of others, protecting confidentiality and being courteous, open and honest.

Honesty and Integrity

Directors must act with integrity and honesty in all internal and external dealings. Dishonest, misleading, deceptive or fraudulent behaviour or conduct is not tolerated. Misuse of Netball NSW's assets for personal gain or financial advantage is not tolerated. Any Director who deliberately chooses to ignore or cover up the improper conduct of any other person may be considered to have assisted in committing an offence and be subject to disciplinary action, up to and including whatever steps may be required to have the relevant Director removed from the Board.

Equal opportunity

Netball NSW aims to provide all its members and employees with an environment that is safe, conducive to productive activity and free from discrimination, bullying, harassment, victimisation and vilification. Discrimination, bullying, harassment, victimisation and vilification are unacceptable and unlawful behaviours and will not be tolerated under any circumstances. Tribunals and Courts may also impose personal fines on an individual found guilty of unlawful discrimination, bullying, harassment, victimisation or vilification or for breach of work health and safety legislation.

Directors Limitations

- a) The Directors report to the Chairperson and are accountable for their own behaviour and the performance of their duties as a Director.
- b) The Directors must work cooperatively with senior management including key volunteers.
- c) Any expenses to be incurred by Directors are to be done with the approval of the Chairperson.
- d) All Directors must, and are expected to, abide by Netball NSW's policies, regulations and directives.

Vacation of Office

The reasons for the office of Director being automatically vacated are set out in the Constitution. In addition, Directors are required to resign from their position if the Director is found by 75% of the balance of the Board Members, upon reasonable investigation and enquiry, to have:

- a) not upheld their duties and legal responsibilities as a Director;

- b) not acted in the best interests of Netball NSW;
- c) failed to follow this Code and/or any Board directive;
- d) breached the Constitution or any other rule, regulation or policy of Netball NSW;
- e) at any time, committed an anti-doping rule violation or otherwise contravened any anti-doping policy (whether Netball NSW's or any other sporting body);
- f) at any time, committed a violation of any law, rule or policy relating to integrity, including but not limited to match fixing or gaming;
- g) been charged with or convicted of a serious criminal offence;
- h) breached confidentiality;
- i) brought himself/herself, the Board or Netball NSW into disrepute as a result of their actions or omissions, including any statements they made;
- j) made disparaging comments about any other Director, the Board or Netball NSW; or
- k) acted in a manner contrary or prejudicial to the interests of Netball NSW or unbecoming a Director of Netball NSW.

Breach of Code of Conduct

A breach of this Code may result in disciplinary action against a Director, which may include whatever steps may be required to have the relevant Director removed from the Board. In the context of conduct expected by Netball NSW of its Directors, it is equally wrong to request, compel, permit or assist another individual to breach this Code and such conduct may also result in disciplinary action, which may include whatever steps may be required to have the relevant Director removed from the Board.

Variation

This Code does not impose any contractual obligations on Netball NSW. The Board may, from time to time, amend, revoke or vary this Code in its absolute discretion.

ANNEXURE B – Netball NSW Board Committee/ Panel Composition

Netball NSW Board Sub-Committees - Appointment Summary				
Panel	Members	Total	Appointments	Term
Nominations Committee	1 x Independent Chairperson 1 x Director 1 x Member Representative	3	September	12 Months
Audit and Risk Committee	2 x Directors 3 x Other Members	5	March	12 Months
Governance Committee	2 x Directors 3 x Other Members	5	March	12 Months
People and Culture Committee	4 x Directors 1 x Other Member	5	March	12 Months

Netball NSW Panels - Appointment Summary				
Panel	Members	Total	Appointments	Term
Hall of Fame Panel	Netball NSW Chairperson (as Chairperson) 1 x Director 1 x Life Member 1 x Eminent Person 1 x Representative from Selection Panel of NSW Hall of Champions	5	August (as required)	12 Months
Waratah Service Award Panel	2 x Directors 1 x Representative from Anne Clark Service Award Panel	3	May	12 Months
Recognition Reference Panel		5	May	12 Months
Margaret Corbett OAM Coaches Award Panel	1 x Director 1 x SSN Coach Margaret Corbett (or her nominee) GM Performance and Pathways Regional Performance and Pathways Manager	5	May	12 Months
Dot McHugh OAM Administrator of the Year Panel	1 x Director (as Chairperson) 3 x Life Members	4	May	12 Months
Judy Dunbar Media Awards Panel	1 x Director CEO or representative Relevant Member of the Media	3	May	12 Months

Panels	Composition	Appointment made	Netball NSW Policy to refer to	Recommendation
Historical & Archives	Up to 5 members appointed by the Board.	Board Meeting following the Annual General Meeting	Roles and Responsibility of Appointment Panels and Tribunal Policy Clause 3.2 & 5.6	Board to appoint.
Recognition Reference Panel	5 members appointed by the Board.		Roles and Responsibility of Appointment Panels and Tribunal Policy Clause 3.5 & 5.7	Board to appoint.
Premier League Commission	1 x Independent CEO 1 x Director EGM Community & Pathways	As terms end	Premier League Competition Guidelines	Board to appoint.
Competitions Reference Group	EGM Community & Pathways Competitions Manager Workforce Manager 1 x Director 2 x Metro representatives 3 x regional representative	As terms end for Metro and Regional representatives.	Competitions Reference Group Guidelines	Management to appoint.
Tribunal Panel (for Hearings & Appeals).	Pool of eligible persons provided to the Board	Board Meeting following the Annual General Meeting	Roles and Responsibility of Appointment Panels and Tribunal Policy Clause 4	Management to appoint.
Appointment Panel of Performance & Pathway Coaches & Managers	Panel appointed by CEO Convenor is GM Performance & Pathways		Performance & Pathways Policy Clause 14	Management to appoint.

GIANTS Netball Academy & QBE Swifts Academy – Selection Panel	a) Convenor – Executive General Manager b) Academy Head Coach c) SSN Team Head Coach d) SSN Team Assistant Coach / Academy Performance Manager		Selection Policy for 2022 Program Clause 2	Management to appoint.
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