BASEBALL CANBERRA

BOARD CHARTER, DIRECTOR CODE OF CONDUCT AND DELEGATIONS POLICY

Adopted pursuant to clause 16.7 of the BC Constitution

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PART A – PRELIMINARY

1. Authority and Application

1. This document is adopted by the Directors of Baseball Canberra pursuant to clause **16.7** of the BC Constitution, which provides:

> *The Directors must:*
>
> *(a) adopt a code of conduct for Directors and a board charter; and*
>
> *(b) periodically review the code of conduct and board charter in light of the general principles of good corporate governance.*

2. This document sets out:

- the governance role and operating framework of the BC Board;
- the Code of Conduct applicable to BC Directors;
- the Board's Delegations Policy, and
- Financial delegation limits.

3. This document is a governance instrument of BC and must be read subject to the Constitution. In the event of any inconsistency between this document and the Constitution, the Constitution prevails. This document is intended to support effective governance, accountability, transparency and responsible stewardship of BC. It is the intention of the Board that this document be made publicly available and published on the BC website.

2. Governance Framework

4. This document has been developed having regard to:

- the Constitution of BC;
- the *Associations Incorporation Act 1991 (ACT)*;
- the Australian Sports Commission Sport Governance Standards;
- principles of good governance appropriate to the size, complexity and resources of a state sporting organisation (SSO), the size of BC; and
- the role of BC as the SSO for baseball in the ACT.

5. BC seeks to apply governance practices consistent with contemporary Australian sporting governance standards in a manner proportionate to the Association’s scale and part time staff (supplemented by volunteers) operating model. This document should be interpreted in a practical and sensible manner consistent with those high-level principles.

PART B – BOARD CHARTER

1. Purpose

6. The Board exists to provide strategic leadership, governance oversight and stewardship of BC in the best interests of:

- the sport of baseball in the ACT;
- the Association and its members;
- participants, volunteers and officials; and
- the long-term sustainability and integrity of the sport.

7. The Board governs BC and ensures the Association operates lawfully, sustainably and strategically.

2. Role of the Board

8. The Board is responsible for governing BC and providing leadership to the Association. Specifically, its role is to:

- set the strategic direction and key priorities of BC;
- promote the long-term development of baseball in the ACT;
- approve and oversee budgets and financial sustainability;
- monitor organisational and staff performance and key outcomes;
- oversee risk, governance, integrity and compliance;
- support and oversee management, committees and delegated officials;
- act in the best interests of BC and its members as a whole; and
- uphold the Objects of the Association per clause 2 of the BC Constitution.

9. The Board governs; it does not ordinarily manage day-to-day operations except where required by circumstances, where delegated by way of portfolios to Directors, or where no management structure exists (e.g. in times of staff changeover or during crisis periods).

3. Matters Reserved to the Board

10. Without limiting the Constitution, the following matters are reserved to the Board:

- approval of strategic plans and annual priorities;
- approval of annual budgets and financial oversight;
- approval of major policies and governance documents;
- approval of material expenditure outside delegated authority;
- oversight of risk, legal compliance and integrity matters;
- oversight of financial sustainability and reserves;
- establishment, variation or dissolution of Board committees;
- approval of significant contracts or commitments;
- oversight of executive or key operational leadership (if applicable); and
- matters expressly reserved by the Constitution or law.

11. The Board retains authority over all reserved matters notwithstanding any delegation.

4. Relationship with General Manager and Committees

12. The Board governs BC; however it may delegate operational responsibilities per the Constitution. Management, officers and committees must operate within authority delegated by the Board and remain accountable to the Board. Refer to 'Committees' at clause 21, and 'Chief Executive Officer' at clause 19 of the BC Constitution for specifics – in particular, clause 19.4 'Delegation by Directors to a CEO'.

5. Delegations

13. The Board may delegate authority in accordance with the Constitution and this Delegations Policy. See clauses 19 and 21 of the BC Constitution for specifics. In summary, Delegations may be made to:

- committees;
- officers;
- staff;
- volunteers;
- contractors; or
- other authorised persons.

14. Delegation does not remove the Board's ultimate accountability. Delegated authority must be exercised:

- within approved limits;
- subject to Board directions;
- in accordance with policies and the BC Constitution; and
- in the best interests of BC.

6. Strategic Oversight

15. The Board is responsible for:

- developing, adopting and periodically reviewing (at least every two years) the BC strategic plan per clause 16.8 of the BC Constitution;
- monitoring progress against BC strategic plan priorities;
- maintaining a forward-looking strategic focus;
- considering the long-term needs of baseball and members in the ACT;
- engaging in strategic thinking over operational, day-to-day management; and
- aligning Association activities with its Objects, per clause 2 of the BC Constitution.

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7. Financial Oversight and Risk

16. The Board is responsible for ensuring:

- financial sustainability of the Association;
- appropriate budgeting and financial reporting;
- prudent stewardship of resources;
- maintenance of reserves, where appropriate;
- internal controls and financial governance systems;
- oversight of risk management (see clause 21.4 of the BC Constitution regarding the ‘Finance, Audit & Risk Committee’);
- integrity, corporate governance and legal compliance;
- member welfare and safety; and
- appropriate insurance and protections for staff, the Association and its members.

8. Board Performance and Review

17. The Board will periodically review:

- its performance as a Board including culture;
- Board composition and capability (see ‘Nominations Committee’ at clause 15.4 of the BC Constitution);
- governance practices including corporate hyenine/recording keeping etc;
- the effectiveness of stablished forums and committees; and
- strategic progress against the Strategic Plan.

18. Directors are collectively expected to support continuous improvement in all critical areas of BC business in accordance with general principles of good corporate governance.

9. Review of Charter

19. This Board Charter will be reviewed by the Board:

- at least every two years; or
- earlier if required by governance, legal or operational findings or requirements.

20. Any amendment to the Charter must be approved by the Board.

PART C – DIRECTOR CODE OF CONDUCT

1. Purpose

21. This Code of Conduct (the Code) sets out the standards of conduct expected of Directors of Baseball Canberra. Directors must act lawfully, ethically and in the best interests of BC at all times. This Code supports the BC Constitution and forms part of Baseball Canberra's governance framework. Directors are expected to comply with both the letter and spirit of this Code.

2. General Duties

22. A Director must:

- act in good faith and in the best interests of BC;
- exercise care, diligence and independent judgement;
- comply with the Constitution, law and Board policies;
- support the Objects of BC set out in clause 2 of the BC Constitution;
- exercise proper stewardship over the affairs of the Association;
- act honestly and with integrity in their dealings with members and the Association;
- make decisions in a responsible and informed manner; and
- act consistently with collective Board governance (i.e. 'collective responsibility').

23. Directors act as governors of the Association and not as representatives of personal, sectional or club interests. This is why Directors are no permitted to sit on club executive committees.

24. Directors must place the interests of Baseball Canberra as a whole above personal, club-based or other competing interests.

3. Conflicts of Interest

25. A Director must:

- disclose any actual, perceived or potential conflict of interest;
- comply with all constitutional conflict requirements;
- avoid improper participation in conflicted matters;
- place the interests of BC above personal interests and personal gain; and
- not allow personal, financial, club or other interests to improperly influence governance decisions.

26. Conflict declarations ahead of votes on Board motions etc should be made openly and recorded appropriately in BC meeting Minutes.

27. Where a conflict exists, the Director must comply with Board directions and any applicable constitutional requirements regarding discussion, access to papers and voting. Transparency in conflicts management is essential to good governance.

4. Behavioural Standards

28. A Director must:

- behave respectfully toward fellow Directors, members, staff and volunteers;
- engage constructively in discussion and debate;
- avoid bullying, harassment, intimidation or abusive behaviour;
- support a safe, inclusive and respectful sporting and workplace environment;
- contribute positively to Board culture; and
- uphold the reputation of BC, including in the online environment.

29. Directors should model behaviour expected throughout the sport. Directors should encourage respectful disagreement, healthy governance discussion and provide constructive and meaningful feedback. Directors recognise that poor behaviour by Directors undermines Board effectiveness and organisational culture.

5. Confidentiality

30. A Director must:

- keep confidential information confidential;
- not disclose Board discussions improperly;
- use information only for legitimate governance purposes;
- respect privacy and sensitive information; and
- not misuse information obtained through their role as Director.

31. Confidentiality continues after a Director leaves office. Confidential Board discussions, legal advice, commercially sensitive information, sensitive information shared by other states or Baseball Australia, and personal information must be handled appropriately. Nothing in this clause prevents lawful disclosure where required by law (e.g. child safeguarding obligations).

6. Collective Responsibility / Accountability

32. A Director must:

- respect collective Board decision-making;
- support and publicly endorse lawful Board decisions once made;
- raise concerns internally through appropriate governance channels;
- not publicly undermine Board decisions improperly including online; and
- distinguish personal views from final, Board decisions.

33. Constructive disagreement is encouraged inside the Boardroom. Once a lawful Board decision is made, Directors are expected to support collective governance outcomes even

where they held a different view during deliberations and voting. This does not prevent Directors from fulfilling legal duties or raising serious governance concerns through appropriate channels (e.g. child safeguarding obligations).

7. Gifts, Benefits and Personal Gain

34. A Director must not:

- seek personal benefit from office;
- misuse position for personal advantage;
- improperly influence decisions for gain;
- accept inappropriate gifts, hospitality or benefits; or
- create actual or perceived improper obligations.

35. Any gift or benefit creating a governance concern should be disclosed and recorded in Minutes. Directors must avoid situations that create a perception of improper influence, even where no improper conduct occurs. See clause 15.12 of the BC Constitution for advice on 'Remuneration of Directors' e.g. reimbursement by the Association for reasonable travelling, accommodation and related expenses when working on Board time (e.g. BA conferences).

8. Attendance and Participation

36. A Director should:

- attend all BC meetings prepared;
- review and critically engage with papers in advance of meeting;
- contribute actively and constructively during meetings;
- advise of inability to attend early to ensure quorum is in place;
- service the governance and administrative responsibilities of their portfolios; and
- commit sufficient time to discharge their duties properly.

37. Directors should take their attendance obligations seriously. Directors should actively contribute to Board work, portfolio projects, and not treat the office as a symbolic position. In the volunteer not-for-profit space, Directors work considerable hours and invest heavily.

9. Public Commentary and Representation

38. A Director must:

- avoid making public statements on behalf of BC unless authorised;
- exercise caution in public commentary, including on social media;
- balance support for a particular baseball club versus Association interests;
- distinguish clearly between personal views and official Board positions;
- avoid conduct that may improperly undermine BC;
- respect official communication channels; and
- uphold the reputation of the Association when acting in public capacities as a Director (e.g. when representing BC at ACT Government or BA meetings).

10. Breach of Code

39. A breach of this Code may be addressed by the Board in accordance with:

- the Constitution;
- applicable governance procedures;
- lawful Board processes;
- laws in place in the ACT; and
- any action considered appropriate by the Board.

40. Directors are expected to uphold this Code in both conduct and spirit. Where a breach is identified, the Board may:

- seek clarification;
- issue guidance;
- require corrective action;
- record the matter; or
- take any other lawful governance response available under the Constitution or applicable law.

41. Serious or repeated breaches may result in formal governance action or referral to police and relevant government agencies (e.g. Sports Integrity Australia).

PART D – DELEGATIONS POLICY

1. Purpose

1. This Delegations Policy sets out the authority delegated by the Board of BC to committees, officers, staff, volunteers and other authorised persons.

2. The purpose of delegation is to enable efficient day-to-day operations while ensuring the Board retains ultimate accountability for governance, strategy, financial stewardship and compliance.

3. This Policy should be read together with this entire governance document (i.e. Board Charter and Director Code of Conduct) and the BC Constitution – the relevant clauses being:

- **16.6 'Delegation of Powers'; and**
- **19.4 'Delegation by Directors to a CEO'.**

4. Lawful delegation is intended to support effective governance, operational efficiency and appropriate accountability for all those involved in BC operations. Delegations should be exercised prudently and in the best interests of BC.

2. Principles of Delegation

5. Delegations under this Policy operate according to the following principles:

- the Board retains ultimate accountability for all delegated authority;
- delegations support efficient operations, not remove Board oversight;
- delegated persons must act within approved budgets, policies and applicable law;
- delegated persons must act in the best interests of BC;
- delegations may be withdrawn, amended or limited by the Board at any time; and
- where uncertainty exists, matters should be escalated to the Board.

6. Delegated authority is a governance tool, not a transfer of ultimate responsibility. Delegated persons are expected to exercise authority prudently, transparently and responsibly.

3. Matters Not to be Delegated ('Reserved Matters')

7. The following matters are 'reserved matters' for the BC Board alone and must not be delegated:

- approval of strategic plans;
- approval of annual budgets;
- approval of major policies (see clause 22 of the BC Constitution);
- constitutional changes;
- significant unbudgeted expenditure;
- approval of annual financial statements;
- entering into and varying of contracts;

- recruitment and appointment of staff including unpaid volunteers;
- approval of audited financial statements;
- decisions around major legal, disciplinary or integrity matters;
- appointment of Directors or office bearers where constitutionally required;
- creation or dissolution of major governance structures; and
- matters expressly reserved to the Board by law or the BC Constitution.

8. Reserved matters remain under Board control notwithstanding any operational delegation.

4. General Delegated Authority

9. Subject to this Policy, the Board may delegate operational authority to:

- committees established by the Board in accordance with the BC Constitution;
- chief executive officer/General Manager or support staff (if applicable);
- competition officials including committees setup for competition governance;
- volunteers (in particular those on committees setup for operational purposes); and
- authorised contractors for which there is a documented contract in place.

10. Delegated authority applies only within approved limits and responsibilities. Persons exercising delegated authority must comply with:

- Board directions;
- Board approved budgets;
- BC, BC and ACT Government laws and policies;
- contractual obligations;
- legal obligations; and
- reporting requirements.

11. Delegated persons remain accountable to the Board.

5. Financial Delegations

5.1 Within Approved Budget

12. The Board may approve financial delegation limits from time to time. Categories may include: Commissioner (very uncommon); BC financial service providers/contractors; CEO/GM; and particular committee chairs (e.g. the BC Finance, Audit and Risk Committee Chair – responsible for recruitment which may incur costs in advertising job vacancies etc). See **Schedule 1 – Financial Delegation Limits**.

13. Expenditure must remain:

- within approved budgets;
- within delegated limits;
- for legitimate BC purposes; and
- documented (all receipts, contracts and particulars must be saved to BC OneDrive).

14. No delegation authorises reckless or inappropriate expenditure. Any unlawful (or suspected unlawful) activity including theft will be reported to the relevant authorities.

5.2 Outside Approved Budget

15. Expenditure outside an approved budget must be referred to the Board where it:

- exceeds delegated authority;
- creates an ongoing commitment/obligation;
- creates unusual risk;
- is strategically significant;
- is not an urgent operational expenditure; or
- may materially affect financial sustainability of the Association.

16. Where doubt exists, Board approval must be sought.

6. Emergency Operational Decisions

17. Where urgent operational decisions are required between Board meetings:

- the GM, Commissioner or Deputy Commissioner may act within delegated authority;
- consultation should occur where time permits and practical;
- the Deputy Commissioner should be consulted where possible;
- the full Board must be informed as soon as possible; and
- emergency decisions must be recorded in Board minutes.

Emergency powers are for genuine operational emergencies only. Emergency delegations authority must not be used to bypass proper governance procedures. **See Schedule 1 – Financial Delegation Limits.**

7. Contracts and Commitments

18. No person may, unless specifically authorised by the Board or when acting within delegated authority:

- enter, vary or end significant contracts;
- commit BC to material or ongoing expenditure;
- sign legal agreements;
- take out loans or obtain credit in the Association's name, or
- create ongoing liabilities of any kind

19. Significant contracts must always be referred to the Board. Contractual authority should be exercised cautiously and with regard to financial and legal consequences. The BC Finance, Audit and Risk Committee must also play a role in these activities (see clause 21.4 of the BC Constitution).

8. Reporting Back to the Board

20. Persons exercising delegated authority must:

- report significant decisions to the Board;
- report budget impacts where relevant;
- escalate unusual or high-risk matters;
- seek Board guidance where authority is unclear; and
- work within BC's existing governance reporting requirements.

21. Delegated authority carries an ongoing reporting obligation. Failure to report significant matters may itself constitutes a governance issue and my amount to misconduct.

9. Breach of Delegated Authority

22. Where a person acts outside delegated authority:

- the matter must be reported to the Board;
- the Board may ratify, amend or reject the action;
- the Board may review or withdraw delegation;
- remedial action (including training) may be required; and
- any governance consequences may be considered by the Board.

23. Acting outside delegated authority may expose BC to unnecessary risk and must be avoided.

10. Review of Delegations

24. This Policy and delegation limits should be reviewed:

- at least every two years; or
- earlier if required by governance, legal or operational findings or requirements.

25. The Board may amend delegation limits from time to time by resolution. At all time, delegations should remain proportionate to the size, resources, risk profile and operational complexity of BC operations.

SCHEDULE 1 – FINANCIAL DELEGATION LIMITS

Position	Limit	Conditions
Contracted Financial Services Provider	$10,000	Expenditure above approved limit must be referred to the Board for approval in writing.
CEO / GM	$10,000	Expenditure above an approved budget must be referred to the Board where it: - exceeds delegated authority; - creates an ongoing commitment/obligation; - creates unusual risk; - is strategically significant; - is not an urgent operational expenditure; or - may materially affect financial sustainability of the Association. Where doubt exists, Board approval must be sought.
Committee & Chair/s	$ Nil	Nil, as at 2 August 2026 – all BC Committee / Forum / Working Group or however described must have prior Board and GM approval in writing for all expenditure
Commissioner & Deputy Commissioner	$1,000	For emergency operational decisions only in accordance with Chapter 6 of this Policy. Emergency powers are for genuine operational emergencies only. Emergency delegations authority must not be used to bypass proper governance procedures.
Dual approval threshold	Any/all payments	As at 2 August 2026, BC's banking system with NAB requires 'two authorised persons' i.e. 'dual signoff' for every payment made from BC accounts e.g. $0.01 and above.
Board approval threshold	$1000	Board resolution required where Board or individual Director project expenditure etc is above the limit.