



**FOOTBALL
AUSTRALIA**

Board Charter

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Football Australia Limited
(ACN 106 478 068)
Level 22, 1 Oxford Street
Darlinghurst NSW 2010

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1. Purpose

- 1.1 The Board is responsible for the overall governance of Football Australia Limited (**FA**). This Board Charter (**Charter**) sets out the role, responsibilities, structure and processes of the Board of FA.
- 1.2 The Charter has been prepared and adopted on the basis that strong corporate governance can add to the performance of FA and engender the confidence of FA's stakeholders.
- 1.3 The matters set out in this Charter are subject to FA's Constitution, the Corporations Act 2001 (Cth) (**Corporations Act**) and Australian law.

2. Board Structure and Composition

2.1 Composition of the Board

- (a) The composition of the Board is determined using the following principles:
- (i) the Board is comprised of a minimum of five (5) and a maximum of nine (9) Directors;
 - (ii) three (3) of the Directors may be appointed by the Board based on identified skills and experience;
 - (iii) the Chair of the Board is elected by the Board;
 - (iv) the CEO will not be one of the Directors; and
 - (v) the Directors will be independent as defined within the Constitution.
- (b) The Constitution sets out that each elected Director will serve a term of three (3) years, at which time they may elect to stand for re-election. No Elected Director may serve more than three (3) successive terms.
- (c) Appointed Directors will serve a term of up to two (2) years, at which time they may elect to stand for an elected Director role or be re-appointed by the Board. No Appointed Director may serve a consecutive number of terms together exceeding ten (10) years.
- (d) A director's position becomes vacant if any of the circumstances prescribed under the Corporations Act or the Constitution arise, including if a director:
- (i) is prohibited from being a director by virtue of the Corporations Act;
 - (ii) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
 - (iii) resigns from office;
 - (iv) accepts appointment to, or become the holder of a disqualifying position (as defined in the Constitution);
 - (v) is not present personally at three consecutive meetings of directors without leave of absence from the Board; or
 - (vi) is removed from office by resolution of the members in accordance with the Corporations Act.

2.2 Board Chair and Company Secretary

- (a) The Board may elect one of their number as their Chair on an annual basis. The Chair must be an elected director.
- (b) There must be one or more company secretaries, whose appointment is to be endorsed by the Board.

2.3 Board Committees

- (a) The Board may establish from time-to-time appropriate committees to assist the Board by focussing on specific responsibilities in greater detail than is possible for the Board as a whole, reporting to the Board and making any necessary recommendations.
- (b) Each formally constituted Committee, including ad-hoc Committees must have a written by-law, approved by the Board.
- (c) The membership, role and responsibilities, by-law and performance of each committee are reviewed annually by the Board.
- (d) It is the intention of the Board that there will be the following Board Committees:
 - (i) Finance, Risk and Audit Committee;
 - (ii) Nominations Committee;
 - (iii) Football Development Committee;
 - (iv) Referees Committee; and
 - (v) Government Relations Committee.

3. Overview of the Board's Responsibility

3.1 FA Objects

FA is a Company Limited by Guarantee established in 2003. Pursuant to its Constitution, FA's objects are focused upon improving the game of football and promoting, regulating and controlling it throughout Australia.

3.2 Role of the Board

- (a) In general, the role of the Board is one of stewardship on behalf of Australian football and to make decisions to achieve the fulfilment of FA's objects as set out in the Constitution. The Board is responsible for the overall governance, management and strategic direction of FA.
- (b) The business of the company is managed by the Board having regard to the constitution, the Corporations Law and any other laws and regulations affecting the Company.

3.3 Board Responsibilities and Functions

The Board is responsible for the overall governance of FA including overseeing the continuity of FA's business and its long-term viability, the provision of strategic guidance and the effective oversight of management. In carrying out its responsibilities and powers, the Board will at all times recognise its overriding responsibilities to discharge its duties in good faith, with care and diligence, to act honestly in the best interests of FA.

The key functions of the Board include:

- (a) appointing, supporting and providing advice and counsel to, evaluating and rewarding the Chief Executive Officer (**CEO**), taking an active role in overseeing the quality of the management leadership talent pool and approving the management succession plans;
- (b) setting the performance criteria for the CEO, which are regularly reviewed by the Board;
- (c) providing strategic direction for FA and effective oversight of management;
- (d) through constructive engagement with senior management and key stakeholders, reviewing, adding value to, approving and monitoring FA's purpose, core values, ethical framework, policies, strategic direction and objectives;
- (e) supporting, reviewing and monitoring the operational and financial performance of FA;
- (f) monitoring key financial and non-financial risk areas by ensuring the implementation of an effective risk management and internal control framework;
- (g) considering and approving committee and management recommendations on key issues including FA's organisational structure and resourcing, capital management, significant contracts and capital expenditure;
- (h) appointing Directors on the recommendation of the Nominations Committee;
- (i) determining membership and role of Board Committees, including appropriate succession planning;
- (j) ensuring a diverse and effective Board, in line with FA's constitution with appropriate policies and procedures for the Board and its committees;
- (k) managing Directors' interests, conflicts of same and related-party transactions
- (l) evaluating Board processes and performance of the Board, ensuring the Board's effectiveness in delivering good governance;
- (m) attending to corporate governance matters, including frequency and agendas of Board and Committee meetings;
- (n) the development, enforcement and review of delegations (financial and non-financial);
- (o) making, adding to, altering or rescinding any FA rules, regulations and by-laws as it sees fit;
- (p) overseeing compliance with appropriate laws, regulations and major litigation;
- (q) attending to matters pertaining to Members including meetings, communications and relations; and
- (r) appointing and removing the Company Secretary.

3.4 Board Effectiveness Performance Assessment

- (a) The Board considers the ongoing development and improvement of its own performance as a critical input to effective governance. Therefore, the Board undertakes an annual evaluation of board, chairman, committees and individual. The evaluations may be conducted internally or with expert consulting assistance.
- (b) In addition to the formal annual process, the Board may conduct informal evaluation of Board meetings as part of an ongoing evaluation process.

4. Directors Duties and Behavioural Standards

4.1 Directors Duties

Directors must at all times act in accordance with legal and statutory requirements, and properly discharge all their duties as directors, including:

- (a) acting in good faith and acting honestly, in the best interests of FA;
- (b) using their powers of office for proper purpose;
- (c) acting with required care, skill and diligence, demonstrating reasonableness in their decisions;
- (d) not making improper use of information gained through their position with FA;
- (e) understanding FA's finances in order to reach a reasonably informed opinion of its financial capacity;
- (f) not permitting FA to engage in insolvent trading;
- (g) making reasonable enquiries to ensure that FA is operating efficiently, effectively and legally toward achieving its goals;
- (h) understanding collectively the risks to FA;
- (i) undertaking diligent analysis of all proposals placed before the Board;
- (j) making independent assessments of information or advice from a competent and reliable individual, before relying upon it; and
- (k) exercising independent thinking and judgement in the discharge of their responsibilities.

4.2 Behavioural Standards

In carrying out its responsibilities and exercising its powers, the Board recognises its overriding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of FA. The Board will work together as a team and adhere, in good faith, to a set of behavioural standards in both Board and committee meetings as well as with any interactions outside the Boardroom, including with stakeholders. These standards include, but are not limited to:

- (a) acting in accordance with FA's stated values;
- (b) maintaining confidentiality of all Board discussions and deliberations;
- (c) using judgment and common sense when discussing issues;
- (d) overseeing the effective management of FA and making key decisions in a timely manner;
- (e) preparing thoroughly for each board and committee meeting and adding value by their active participation at board and committee meetings;
- (f) addressing issues in a confident, succinct and professional manner;
- (g) minimizing irrelevant conversation and remarks;
- (h) ensuring that others are given a reasonable opportunity to put forward their views;
- (i) refraining from interruption or interjection when a speaker has the floor;

- (j) acting in courteous manner towards fellow directors or staff and refraining from making personal attacks on a fellow director or a member of staff;
- (k) not engaging in conduct, or making any public statement likely to prejudice, harm, defame or otherwise bring discredit upon or denigrate FA or any FA director, member, employee, partner, or the administration of football in Australia;
- (l) supporting the letter and spirit of Board decisions in discussions or representations they make outside the boardroom, including to any members, stakeholders, special interest groups, government or media representatives, staff, partners and suppliers; and
- (m) at all times, complying with the spirit, as well as the letter of the law and with the principles of this charter, the Constitution and the FA Statutes.

4.3 Conflicts of Interest

- (a) Directors have a duty to act honestly and in the best interests of the company and not to misuse position or information to gain unfair advantage, and to disclose conflicts of interest. Potential conflict of interests of Directors may include:
 - (i) holding a position within the sport's membership
 - (ii) a contract with the company (e.g. supply of services);
 - (iii) related party loans, guarantees and other transactions;
 - (iv) insider trading (e.g. share trading in other corporations using confidential information sourced from FA); or
 - (v) profiting from an opportunity that rightfully belongs to FA.
- (b) To manage conflict of interests in accordance with the requirements of the Act, the Board requires the following guidelines to be adhered to by Directors:
 - (i) inform the Chair of any proposed board or executive appointments they are considering to undertake;
 - (ii) declare existing or potential material conflicts to the Company Secretary when appointed and on an ongoing basis as the need arises to enable the Company Secretary to maintain a register of Director's interests and potential related party conflicts.
 - (iii) provide an annual declaration to the Company Secretary for the purpose of updating the register of interests and related party transactions;
 - (iv) when a conflict of interest arises, leave the Board meeting and not vote on any resolution that relates to the conflicted issue, unless the Directors who do not have a material interest in the matter have passed a resolution that identifies the Director, the nature and extent of the Director's interest in the matter and their relationship to the affairs of FA and states that the interest should not disqualify the Director from voting on the issue;
 - (v) if a Director has provided notice on a material conflict the Company Secretary will ensure that the Director does not receive Board papers or other information related to the conflict; and/or
 - (vi) no financial benefit can be given to a related party of a Director (including spouse, a de facto spouse, parents, children and certain related corporate entities) unless approved by the Board.

- (c) The Company Secretary will arrange to provide a standing notice about an interest and will record it in the Board minutes.

4.4 Confidential Information and External Communication

- (a) All confidential information received by a Director during the exercise of the director's duties remains the property of the FA and is not to be disclosed, unless that disclosure has been authorised by the Board, or is required by law.
- (b) As per the FA Media Policy, the Chair will speak for the Board. Individual Board members are expected not to communicate on behalf of the Board or FA without prior consultation with the Chair.

4.5 Guidelines for Breaches

If the Board has reasonable grounds to suspect that a Director may have breached this Charter, the Board may elect to investigate the matter (including by way of appointing a third party). Without limiting the Member's rights under the Constitution or the operation of the Corporations Act, if the Board considers that a Director has breached this charter, the Board may ask the Director to resign from their position. If the Director does not agree to resign the matter will be referred for further mediation and consultation with appropriate professionals and the Board may resolve to seek a resolution of the Members to remove the Director.

5. Director Protection

5.1 Access to Documents

A director has both a common law and a statutory right to inspect the documents of FA. Directors are entitled to access to financial records at all reasonable times. This right applies to all Directors regardless of whether they have specific financial responsibilities, but a Director cannot extend the right to third parties. Access to documents can be made through the Company Secretary at no cost to the Director.

5.2 Access to Professional Advice

- (a) Directors have the right in connection with their duties and responsibilities to seek independent professional advice at FA's expense, subject to:
 - (i) prior approval of the Chair or the Board; and
 - (ii) information so obtained is shared with all Directors as appropriate.
- (b) Directors must ensure that the costs are reasonable.

5.3 Indemnity

- (a) Each Director, on appointment, will execute the Deed of Access and Indemnity with FA in which FA provides an indemnity to the Directors to the extent they are indemnified under the Act. Specifically:
 - (i) each Director or retired Director is indemnified against liability the Director may incur to another person (other than FA or a related body corporate);
 - (ii) the indemnity includes costs and expenses incurred in legal proceedings;
 - (iii) in accordance with the law a Director is not indemnified for any liability arising out of negligence or lack of good faith;

- (iv) if the Director or retired Director has incurred a liability to which the indemnity applies then the Director need not incur any expenses before enforcing the right to the indemnity;
 - (v) where the indemnity covers a claim against a Director, FA is entitled to assume the conduct, negotiation or defence of the claim and the Director must cooperate with FA in relation to the claim; and
 - (vi) in certain limited circumstances a Director may engage separate legal advisors.
- (b) The Company Secretary is available to clarify any issues arising from the deed of indemnity.

5.4 Directors' Reimbursement

- (a) Directors are to be reimbursed for out-of-pocket expenses incurred by them in carrying out their duties as Directors.
- (b) The Company Secretary handles all reimbursement matters.

5.5 Directors and Officers Insurance

- (a) Written details of the Directors and Officers Insurance policy will be provided to the Board each year. Each Director is required to truthfully answer all questions in the insurer's proposal document and to disclose any information to the insurer which would be relevant to the insurer's assessment of the risk.
- (b) FA has agreed to pay the Directors & Officers Insurance premiums and not to do anything which may prejudice this charter.
- (c) Each Director must as soon as practicable notify the Company Secretary if they become aware of any matter that may give rise to an actual or potential claim, or of any circumstances that may lead to such a claim.

6. Roles and Responsibilities

6.1 Role of Chair

The Chair is a non-executive director appointed by the Board to provide leadership to the Directors and other functions including:

- (a) ensuring directors receive the appropriate induction, monitoring Board membership so that it is balanced and appropriate for FA's needs, setting the agenda, style and tone of Board discussions and monitoring that key decisions are made in a timely manner;
- (b) conducting an effective decision-making process and ensuring that the Board is focussed on achieving outcomes;
- (c) facilitating Board discussions to ensure the core issues facing FA are addressed and that adequate time is allocated for consideration of all issues;
- (d) monitoring the performance of the Board and overseeing its annual evaluation;
- (e) guiding and promoting the ongoing effectiveness and development of the Board and individual directors;
- (f) ensuring that each Director appropriately contributes to the Board's decision-making process;

- (g) promoting constructive relationships between Board members and between the Board and management;
- (h) overseeing negotiations for the CEO's employment, acting as main contact with the CEO on behalf of the board through regular meetings, ensuring the annual evaluation of the CEO's performance;
- (i) ensuring there is appropriate planning for succession of all senior executives;
- (j) assisting with the selection of Board members and Board committee members;
- (k) communicating with members on corporate governance or other specific matters;
- (l) communicating and consulting with stakeholders on significant issues, as appropriate;
- (m) acting as a spokesperson, where appropriate, in conjunction with the CEO;
- (n) chairing member meetings, including annual and extraordinary general meetings; and
- (o) setting the agenda for each Board meeting, in conjunction with the CEO, and modelling it against the strategic plan to ensure appropriate structure and monitoring.

6.2 Chief Executive Officer and Management

The CEO (with the assistance of management) is responsible to the Board for:

- (a) the overall leadership, management and performance of FA's business;
- (b) providing the Board with information that will assist it in discharging its duties;
- (c) preparing and monitoring FA's strategic plan and budget;
- (d) reporting on performance against FA's strategic plan and budget, on intervals agreed by the Board;
- (e) implementing and overseeing adherence to plans, policies and procedures in accordance with directions from the Board;
- (f) maintaining an annual Board program of regular and annual items, that are supplemented with business items as required, to develop an agenda for Board meetings; and
- (g) risk management and compliance framework and supporting policies and controls that are effective to manage risk.

6.3 Company Secretary

The Company Secretary acts as secretary of the Board, attending all meetings of the Board as required. The Company Secretary is accountable to the Board through the Chair on all governance matters; and is specifically responsible for:

- (a) co-ordinating and organising Board meetings;
- (b) coordinating the completion and dispatch of the Board agenda and papers;
- (c) preparing minutes of meetings and resolutions of the Board and taking these to the Chair for approval and circulation;
- (d) circulating minutes from Committee meetings to the Board;
- (e) overseeing statutory and administrative procedures;

- (f) liaising between Board and management to ensure that Company Secretariat activities align with business needs and business strategy.
- (g) duties outlined in the Corporations Act.

7. Retained and Delegated Authorities

- 7.1 The Board may delegate its authority and functions, in writing, to a person or a committee except any functions reserved for the Board in accordance with the Constitution or the Corporations Act.
- 7.2 The matters set out Schedule 1 are designed to assist the CEO to set out authorities that are retained by the Board.
- 7.3 The Board delegates to the CEO its power and authority to manage and supervise the management of the day-to-day operations and activities of FA as set out in the Board approved delegation of authority policy.
- 7.4 In recognition that the CEO cannot perform or closely supervise all the activities and functions involved in FA, the Board authorises the CEO to delegate any function or power or duty as required provided that all delegations to employees apply to the position and not to the individual. The CEO has ultimate accountability for the use and exercise of any sub-delegated power and authority.
- 7.5 Additional delegations may be made from time to time by resolution of the Board to the CEO and may be temporary or ongoing in nature.

8. Risk Management

- 8.1 Risks are any event or action that threatens the assets and earnings of, values or services provided by FA. It is the Board's role to establish a sound system of risk oversight and management and internal control.
- 8.2 The Board has implemented a risk management approach reporting to the Finance, Risk and Audit Committee, based on the following core elements:
 - (a) the identification of key business risks;
 - (b) the measurement of each identical risk in terms of potential impact and likelihood of occurrence;
 - (c) an assessment of the external environment and the control mechanisms in place to manage the risk;
 - (d) the development of action plans to manage the risk; and
 - (e) constant monitoring of the program and reviewing continued economic justification and/or process improvement opportunities.
- 8.3 To support this formalised process for identifying, prioritising, assessing and managing the key business risks, management will deal with specific risk areas across FA. This strategy is incorporated on the corporate plan and integrity into business plans, external audit plans and the training program.

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- 8.4 The Board regularly reviews the key risks identified by management through the Finance, Risk and Audit Committee.
- 8.5 The Board ensures that FA, at all levels, subscribes to a desired culture and exhibits accepted behaviours that are consistent with the agreed risk appetite.

9. Integrity of financial reporting

- 9.1 The Board ensures that a structure of review and authorisation is designed to ensure the truthful and factual presentation of FA's financial position and performance.
- 9.2 The structure is overseen by the Finance, Risk and Audit Committee, although this delegation does not diminish the ultimate responsibility of the Board to ensure the integrity of FA's financial reporting.

10. Meetings of the Board

10.1 Annual Agenda

The Board will establish and endorse by the end of January each year its annual meeting agenda. The annual agenda will be aligned with the strategy cycle of FA and will dictate the dates, times and locations of scheduled Board meetings in the upcoming year.

10.2 Board Meeting Procedures

The following procedures apply:

- (a) there are a minimum of five (5) Board meetings per year, including one (1) meeting dedicated to strategy development and review;
- (b) proper and timely notice of meetings is provided with an outline of proposed business;
- (c) agenda papers which include executive summaries and resolutions are provided as soon as practicable to allow time for review and ideally within seven (7) days in advance;
- (d) an action list is presented to ensure all outstanding items are dealt with, including monitoring progress of past decisions;
- (e) matters for decision and discussion are addressed at the beginning of meetings;
- (f) the Board may meet periodically without the CEO present to discuss sensitive issues;
- (g) a general business item is on the agenda so that Directors may add items for discussion or information;
- (h) the Board may conduct meetings by telephone or videoconference;
- (i) minutes are clear, accurate and have the appropriate detail.

10.3 Board Meeting Attendance

Unless invited by the Chair, only the CEO and Company Secretary will attend Board meetings. Advisors and other parties external to the Board may be invited to attend Board meetings by the Chair, as appropriate.

10.4 Time and Participation in Meetings

Directors are expected:

- (a) to devote sufficient time to properly perform their duties and to assist the Board in carrying out its responsibilities;
- (b) to attend Board meetings, question, request information, raise any issue which is of concern to them, fully canvass all aspects of any issue confronting and cast their vote on any resolution according to their own judgement;
- (c) to attend General Meetings, strategic retreats, committee meetings and official stakeholder functions; and
- (d) to keep confidential Board discussions, deliberations and decisions except where decisions are required to be publicly disclosed.

10.5 Decisions of the Board

- (a) The exercise of good governance requires sound, purposeful and ethical decision-making consistent with directors' duties, the FA's objects and purpose as well as its Constitution.
- (b) The Board is expected to demonstrate ethical standards of governance, not just in exercising due diligence in decision-making but also taking account of the impact of any decision on all stakeholders. To that end, the Board will consider decisions in accordance with any ethical decision making checklist, as developed and implemented by the Board from time to time.
- (c) Decisions of the Board are decided by a majority of votes of directors present and entitled to vote. A quorum for Board meetings is four directors (at least two of whom are entitled to vote) unless the Board determines otherwise.
- (d) Each director has one vote. In the case of an equality of votes on a resolution at a Board meeting, the Chair will have a second or casting vote on that resolution in addition to any vote the Chair has in his or her capacity as a director in respect of that resolution.

11. General Meetings and Annual Report to Members

- 11.1 FA encourages effective communication with Members and their effective participation at general meetings.
- 11.2 The Board provides the Members and other stakeholders with a comprehensive annual report outlining how they fulfilled their governance role, the achievements of FA, the aspirations of FA and sufficient financial information so that members can make a judgment as to how effectively the Board is fulfilling its role.

12. Consistency with Constitution

This Charter (as in force from time to time) is binding on the Board and each of the Directors. To the extent that there is any inconsistency between this Charter and the Constitution, the Constitution will prevail.

13. Charter Review

The Board reviews this charter regularly and makes changes, as necessary. The Company Secretary is responsible for monitoring and maintenance of this charter.

Schedule 1

Board retained authorities

1. Appointments:
 - (a) Appointment of the CEO
 - (b) Appointment or removal of the Company Secretary
 - (c) Membership and terms of reference of Board Committees
2. Board and senior management:
 - (a) Delegations of authority to the CEO
 - (b) Ratification of the organisational chart
 - (c) Approval of remuneration and incentive policies
 - (d) Approval of succession plans
 - (e) Disclosure of conflicts of interest
 - (f) Assessment of the performance of FA, the Board and the CEO
 - (g) Matters concerning the governance of FA
3. Relations with the Members and stakeholders:
 - (a) Arrangements for the Annual General Meeting and other General Meetings
 - (b) Matters relating to reports required by the Corporations Act
 - (c) Suggestions for nomination of directors
4. Financial matters:
 - (a) Remuneration of CEO and direct reports
 - (b) Approval of budgets
 - (c) Approval of annual accounts and directors' reports
 - (d) Approval of accounting policies
 - (e) Appointment of external and internal audit recommendations/appointment;
 - (f) Approval of the internal audit plan
 - (g) Any question of borrowing or giving security over assets
 - (h) Acceptance of audit reports including management letters
5. Business strategy:
 - (a) Approval of mission, vision and values
 - (b) Approval of strategic plan and objectives
 - (c) Approval or performance indicators
 - (d) Monitoring achievement of plans and objectives and performance against appropriate benchmarks;
6. Internal controls and reporting systems:

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- (a) Risk assessment and insurance
 - (b) Risk management policies
 - (c) Approval of company polices, including compliance.
 - (d) Approval or reporting and monitoring systems.
7. Capital expenditures:
- (a) Approval of the capital expenditure budget and alterations to it
 - (b) Approval of individual expenditure items above delegated authority limits
8. Lease or purchase of buildings.
9. Major transactions not included in the budget or outside approved limited or the ordinary course of business.
10. Actions or transactions which might involve questions of legality or propriety.
11. Major issues affecting FA's corporate reputation.
12. Governance issues, including major potential or actual litigation, or non-compliance with legislation or FA's policies.