

## BARWON REGION COUNCIL

### TERMS OF REFERENCE

#### 1. Establishment

The Barwon Region Council (**Region Council**) is a committee established by the Board of the Australian Football League (Victoria) Limited (ACN 147 664 579) (**AFL Victoria Board**) pursuant to clause 15.9 of the AFL Victoria Constitution and will be governed by these Terms of Reference.

#### 2. Purpose

- 2.1 The purpose of the Region Council is to provide constructive guidance and recommendations to the AFL Victoria Board using a collection of skills, knowledge and expertise, from a broad collection of backgrounds, on a range of strategic and demographical issues that arise in the administration of Australian Football within the Barwon Region (**Region**).
- 2.2 The Region Council is non-fiduciary, however, must use all reasonable endeavours to exercise due care, diligence and skill in providing the AFL Victoria Board with insight and understanding on football matters.
- 2.3 In providing the roles and responsibilities as outlined in clause 4.1, the Region Council provides the AFL Victoria Board with a valuable resource upon which to make key football decisions.
- 2.4 Pursuant to clause 15.10 of the AFL Victoria Constitution, the Region Council:
  - 2.4.1 shall act in accordance with any directions of the AFL Victoria Board and these Terms of Reference;
  - 2.4.2 shall act in an advisory capacity only;
  - 2.4.3 shall make recommendations to the AFL Victoria Board, but cannot exercise any power or perform any function of the AFL Victoria Board.

#### 3. Term

These Terms of Reference are effective from the date the AFL Victoria Board resolves to adopt these Terms of Reference (**Effective Date**) and will continue until terminated by the AFL Victoria Board.

#### 4. Roles and Responsibilities

The roles and responsibilities of the Region Council and each of its members include:

- 4.1 Providing advice and recommendations that are in the best interests of the Region for the AFL Victoria Board's consideration regarding:
  - 4.1.1 changes or modification to any rules, regulations and by-laws that relate to the Region, including regarding club transfers and player points;
  - 4.1.2 proposed new rules, regulations and by-laws that affect the Region;
  - 4.1.3 competition structure, including age group determinations;

- 4.1.4 participation deliverables;
- 4.1.5 club development opportunities in the Region; and
- 4.1.6 growth opportunities for the Region;
- 4.2 working collaboratively with the AFL Victoria Board to ensure any changes or modifications to the Region structure and any rules, regulations and by-laws that relate to the Region are consistent with the spirit of the Laws of Australian Football;
- 4.3 working collaboratively with the AFL Victoria Board and the AFL Victoria appointed Region Manager (**Region Manager**) to ensure Region leagues comply with their affiliation agreements and the relevant rules, regulations and by-laws;
- 4.4 assisting the AFL Victoria Board and the Region Manager in the prosecution and resolution of football disputes, issues and appeals that arise in the Region from time to time under the relevant rules, regulations and by-laws or otherwise;
- 4.5 sharing knowledge and information with the AFL Victoria Board about the history of the Region's competitions and structures to assist and support decision making processes; and
- 4.6 any other role or responsibility delegated to the Region Council by the AFL Victoria Board in accordance with AFL Victoria's constitution from time to time.

Any recommendations made by the Region Council will be recommendations only and will not bind the AFL Victoria Board. The Region Council must not bind or purport to bind the AFL Victoria Board in any way.

## 5. Membership

- 5.1 Region Council members must:
  - 5.1.1 possess a mix of skills and expertise relevant to the purpose, roles and responsibilities of the Region Council; and
  - 5.1.2 be interested and willing to progress the roles and responsibilities of the Region Council.
- 5.2 The AFL Victoria Board will appoint the Region Council members from time to time, which will involve a nomination process conducted by the AFL Victoria Board in the Region.
- 5.3 The Region Council will consist of a minimum of three (3) and a maximum of five (5) members including the Chairperson, but not including the Secretary.
- 5.4 The Region Manager will be appointed as Secretary of the Region Council who will not have voting rights.
- 5.5 The Region Council will appoint a Chairperson by majority vote at the first meeting of the Region Council and annually thereafter. A Chairperson is appointed for a term of one (1) year. Subject to clause 6, a Chairperson will be eligible for re-appointment for additional periods not exceeding one (1) year.

## 6. Appointment

- 6.1 Membership of the Region Council is for a term not exceeding three (3) years. After this time, members are eligible for re-appointment by nominating for membership for an additional period not exceeding three (3) years.

- 6.2 A person may nominate for membership of the Region Council a maximum of three (3) times (irrespective of whether such nominations are consecutive).
- 6.3 If a member wishes to resign his or her appointment, they must provide the AFL Victoria Board with a written resignation. The resignation takes effect on the day it is received by the Secretary of the Region Council, or if a later date is specified in the resignation letter, on that later date.
- 6.4 A Region Council member may be removed from the Region Council by the AFL Victoria Board.
- 6.5 Members of the Region Council are not entitled to sitting fees or travel costs for meetings.

## **7. Meetings**

- 7.1 The Region Council Chairperson will be responsible for determining the location, timing and frequency of Region Council meetings provided that the Region Council must meet no less than four (4) times annually.
- 7.2 At least 50% of Region Council members must be present for a meeting of the Region Council to proceed. A member may be present by audio-visual or telecommunication means.
- 7.3 All advice and recommendations will be made to the AFL Victoria Board by consensus between Region Council members.
- 7.4 A Region Council member must declare her or his interest in any matter in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Region Council Chairperson, absent herself or himself from discussions of such matter and shall not be entitled to vote in respect of such matter. Failure to do so may result in their position as a Region Council member being reviewed and/or terminated by the AFL Victoria Board.
- 7.5 Region Council meeting agendas (including any supporting documentation) and minutes will be provided to all members of the Region Council by the Secretary.
- 7.6 All material provided to Region Council members for discussion and consideration is confidential and must be treated as confidential by Region Council members. No material is to be discussed or distributed to any persons outside of the Region Council, without the express permission of the AFL Victoria Board.
- 7.7 The AFL Victoria Board members, AFL Victoria employees or external persons may be invited to attend the meetings (at the request of the Chairperson on behalf of the Region Council) to provide advice and assistance where necessary.

## **8. Evaluation and Review**

- 8.1 The AFL Victoria Board will evaluate the performance of the Region Council annually from the Effective Date.
- 8.2 In consultation with the Region Council, the AFL Victoria Board will review these Terms of Reference every two (2) years from the Effective Date.

## **9. Amendment, Modification or Variation**

These Terms of Reference may be amended, varied or modified at any time in writing by the AFL Victoria Board after consultation with the Region Council.