



**INTERNATIONAL
NETBALL
FEDERATION**

*Board Governance
Policy*

Governing with Integrity

The INF Board is accountable, to our Membership and our other stakeholders, for ensuring that the sport of netball is governed and regulated with honesty, truth, equity and reliability.

Powers of the Board

The Board is responsible for the business of the company. Such business includes:

- Reviewing the progress of the company
- Reviewing the policies of the company
- Preparing a strategic plan for the future of the company
- Approving, issuing, amending and rescinding Regulations
- Appointing committees, working groups and panels
- Marketing and promoting Netball and duly sanctioned events world-wide
- Approving the annual report and budget
- Summoning Congress
- Determining subscriptions paid by members
- Appointing auditors and determining their remuneration
- Changing the company's registered agent and the location of the company's registered office.

Board Composition and Operation

The INF Board is made up of four (4) Directors and five (5) Regional Directors who are elected by each of the five (5) INF Regions.

The CEO is entitled to attend Board meetings and speak at all meetings of the Board.

Election of Board members:

The following Directors are elected by Congress and serve for four years from the date of their election until the close of the Congress/Event that their position falls vacant.

President

Vice President

Finance Director

Further Director

The above Directors must not be Directors, Consultants or Employees of Members or Regions.

Five Regional Directors are selected by the INF Regions to serve for four years on the INF Board. They serve at the pleasure of the regions.

Skills Mix on Board

The following skills are emphasised at the time of nomination and it is incumbent on the members and regions to elect the best candidates to serve on the INF Board

Knowledge of netball, governance, strategy, finance, banking, project management, legal, risk management, marketing, commercial, information technology, general management.

Minimum Number of Board Meetings Per Year

The Board may meet as it determines necessary but is mandated to meet a minimum of two (2) times a year. Meetings may be conducted by telephone, tele conference, video conference or any like facility, provided that Directors are given adequate notice and can participate fully and effectively in any such meeting. One Board meeting each year must take place with the personal attendance of Directors.

Five (5) Directors constitute a quorum provided that of the Directors present, one must be either the President, Vice President or Finance Director.

Conflict of Interest:

Board members must declare any conflicts of interest with Agenda items and recuse themselves from any decisions taken on the said item.

Board Decision Making

Resolutions are passed by a simple majority subject to the Memorandum or the Articles of Association.

Circulated written resolutions not responded to within thirty (30) days are considered as approved.

Report to Members

Members and regions are updated about decisions taken by the Board after each Board Meeting and at and after each Congress.

Maximum Terms For Board members

Directors may serve a maximum of twelve (12) years and may not reapply to sit on the Board until a period of three (3) years has passed.

Vacation of Office of Board Directors:

Board Directors may be deemed to have vacated office for the following reasons:

- She resigns from office by written notice to the company
- She becomes bankrupt or makes any arrangement or composition with her creditors generally
- An order is made by a court having jurisdiction in matters concerning mental disorder for her detention or for the appointment of a receiver, liquidator or other person to exercise powers with respect to her property or affairs
- She is absent from two or more consecutive Board meetings without consent of the Board and the Board determines that her office should be vacated
- She has been convicted of a criminal offence (other than a motoring offence not resulting in a custodial sentence) and the Board determines that her office should be vacated.

Composition of Committees/Panels/Working Groups

The Board may appoint its Committees, panels and working groups from among its members and others based on skills and ability.

The Board must also issue regulations, terms of reference and appoint the chairs of said groups. The Board is also responsible for the annual evaluation of each group.

Management of Risk

The Board is responsible for the risk management of the organisation and must ensure that decisions taken are risk based.

The risk register must be updated and reviewed by the Board at each Board Meeting and otherwise if determined.

Board minutes and records of decisions taken must be documented and kept as permanent records of the corporation

Indemnity Policy

The indemnity policy covering Directors only applies if said directors acted honestly and in good faith.

Application of INF Policies

The INF Board, and all stakeholders including Members, Regions, working groups, panels and committees are subject to all policies, codes, guidelines issued by the INF. These include:

- Code of Conduct
- The Anti- Corruption Code
- Code of Ethics
- Conflict of Interest

Annual Board Performance Evaluation Process

The Board's conduct must be evaluated annually and preferably by an external entity. Board continuing education/training will form a part of this review.

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