

Position Description

Director

Polocrosse Australia Limited

ACN 657 299 664

Main Purpose

The board of directors acts on behalf of the members in supervising Polocrosse Australia Limited (the Company). In general terms it is the board's responsibility to set the Company's direction and goals and to decide how to achieve these goals.

Specifically, the board works to:

- Set and review the medium and long term goals of the Company.
- Approve budgets.
- Monitor business performance.
- Approve investments and any major financial decisions.
- Evaluate the National Executive Officers performance.
- Ensure major risks are identified and managed.
- Ensure there is an accurate financial reporting, and the Company complies with the law.

All decisions are made collectively by the board and all directors share equal responsibility for those decisions.

To help cope with the complexities of some of these areas the board may have committees to review issues and make recommendations to the board for a collective decision.

Appointment

Board members are elected by the Member States. Appointments are for a period of two years. A Director must not serve more than ten consecutive years as a Director, including where one or more of the years is as an Appointed Director.

Director's duties

To fulfill their duties, directors have a number of responsibilities which are regulated by law and carry serious consequences if they are not carried out.

Directors have a duty to:

- Represent the best interests of all members. This duty is one of fidelity and trust, known as a “fiduciary duty”.
- Act in good faith, in the best interest of the Company and for a proper purpose
- Avoid conflicts of interest, and to reveal and manage conflicts if they arise.
- Not to use “inside” knowledge they gain from being on the board for personal gain.
- Act with all the care and diligence that a reasonable person might expect to show in the role of director.
- Not let the Company trade whilst insolvent. The directors must not let the Company enter into any debts that it may not be able to pay.

To be a director, a person must hold a director identification number (director ID) obtained through Australian Business Registry Services.

You cannot be a director if you:

- are under 18 years of age
- are an undischarged bankrupt
- have entered into a personal insolvency agreement under the Bankruptcy Act 1966 and failed to fully comply with the terms of the agreement
- have been banned by ASIC or a court from managing corporations under the Corporations Act 2001 (the length of the banning period will be set by ASIC or the court)
- have been convicted of dishonesty-related offences, such as fraud. (These people are automatically banned for five years from the date of their conviction or, if imprisoned, for five years from the date of their release.)
- Hold a disqualifying position as described in clause 14.3(a) of the Polocrosse Australia Limited Constitution or if you do you must resign from that disqualifying position within 2 months from the date of your appointment.

Selection

Different directors have different skill sets – some directors have skills and expertise in (for example) finance, governance, legal and compliance, operations, sports development and marketing, elite and/or grass roots sports management and development.

The key goal in selecting directors is to ensure the board will comprise of a group of directors that collectively, have a range of skills and capabilities, and that the individual directors that are elected are able to work effectively with other members of the board, the NEO, Member States and other key stakeholders.

In selecting a Director, it is necessary to consider the skills and experience needed to govern the Company, both now and into the future.

Some core skills that should be represented on the board include:

- Strategic expertise – the ability to review the strategy developed by management through constructive questioning and suggestion.
- Accounting skill – the ability to read and comprehend material presented to the board, in addition to understanding financial reporting requirements.
- Legal skills – the board’s responsibility involves overseeing compliance with numerous laws.
- Managing risk – have a director with experience in managing areas of major risk to the Company.
- Managing people and effecting change.

Personal skills

Personal qualities that are desirable in a director:

- Honesty, respect and integrity – boards only operate effectively if there is complete trust between directors and key stakeholders. Directors need to be able to raise and discuss matters in confidence in order to explore issues thoroughly and resolve them.
- Courage – a director must have the courage to question or speak up if they believe something is not right regarding an important decision or to challenge the Company’s management if necessary.
- Tact – effective directors can work within a group and express a point of view or question in an effective, constructive and respectful manner.
- Genuine interest in the Company and its business
- An active contributor and team player.
- Effective communication skills and interpersonal skills.