



WEST AUSTRALIAN FOOTBALL COMMISSION INC.

ABN 51 167 923 136

("WA FOOTBALL")

BOARD MEMBERS' CODE OF CONDUCT

Preamble

The Board members of WA Football (WAF) have determined to adopt this Board Members' Code of Conduct as part of WAF's commitment to high standards of corporate governance. The Code provides standards to which all Board members are expected to adhere in their dealings as Board members of WAF.

WAF must attain all its objectives through ethical and responsible decision-making. The Board members must act in the best interests of WAF as a whole, but they should also where appropriate have regard for the interests of all stakeholders of WAF.

This Code of Conduct must be read subject to the provisions of the WAFC Constitution, the Associations Incorporations Act 2015 (WA) and any resolutions by the Board members.

1. Board Member Conduct Generally

The WAF Board members are generally expected:

- To adhere to WAF's objectives, business principles and values;
- To recognise that their primary duty is to WAF as a whole, but they should where appropriate have regard for the interests of all stakeholders of WAF, including but not limited to, the WAF's Nominee Members (IPL/FFC/WAFL Clubs), Affiliates (PFL, CFWA, AFLMWA, SFL, RDCs), senior and junior community competitions, sponsors, bankers, employees, the AFL and the WA State Government;
- To act in a collegiate manner with all other Board members to further WAF's objectives;
- To act honestly and in good faith and to exercise due care and diligence;
- To use the powers of office for a proper purpose and in the best interests of WAF;
- Not to make improper use of information and not to take improper advantage of their position;
- Not to allow personal conflicts to conflict with the interests of WAF;
- To be independent in judgement and to take all reasonable steps to be satisfied as to the soundness of decisions;
- To maintain the confidentiality of WAF's information;
- Not to engage in conduct likely to bring discredit to WAF;
- To protect and ensure the efficient use of WAF's assets for proper commercial and social purposes;

- To report unlawful and unethical behaviour and to protect those who report violations in good faith;
- To promote the sporting and social ideals and traditions of WAF in an environment that is free from harassment, bullying or discrimination whether based on sex, age, gender history, sexual orientation, race, religious or political conviction, marital status, pregnancy, family responsibility or family status or impairment;
- To comply with all statutes and laws affecting WAF.

2. Board Member Conduct Specifically

WAF Board members are specifically expected:

- To bring an open and independent mind to Board deliberations;
- To consider courteously and respectfully the views of other Board members during Board deliberations while recognising that:
- Open and vigorous debate is a healthy and necessary part of the corporate governance of WAF; but
- Once a decision has been made by the Board, each Board member (whether having dissented on the decision or not) is to maintain solidarity in the issuing and execution of the decision and is not to seek to further promote outside the boardroom his or her dissenting views or promote outside the boardroom conduct by any person that is inconsistent with the decision; and
- If a Board member having had his or her dissenting views aired and, if required, noted, feels that it is inappropriate to adhere to the principle of solidarity then the appropriate course is for the person to consider whether they should remain in office or not and, if thought not appropriate, to act accordingly;
- To maintain the confidentiality of Board deliberations and not disclose or discuss those deliberations except:
- In accordance with the appropriate disclosure policies of WAF; or
- To senior executive and management levels of WAF with a legitimate interest in the deliberations and then only on the basis the executives and managers likewise respect the confidentiality of the deliberations and adhere to WAF's disclosure policies;
- To be familiar with and comply with the current internal policies, procedures and key documents of WAF, including but not limited to: Constitution, Corporate Governance Charter, Declaration of Interest Policy, Privacy Policy and Media and Stakeholder Communication Policy (including use of social media), to act in a manner that does not defame, discredit or denigrate any person but without limiting a Board member from making comments in the course of honest commentary on WAF affairs in the ordinary course of Board member, WAF or general meetings or management discussions.

3. Public Comment Protocol

- Chair and Chief Executive Officer are authorised to make public comments.
- Where possible the Chair will adopt a low-profile position with the Chief Executive Officer to take a lead role as the spokesperson for football.
- The WAF Media Policy outlines further information with regards to WAF protocols concerning all areas of Media.

4. Guidance as to Confidentiality

It is acknowledged that Nominee Members, Affiliates, the Media and other stakeholders will seek information from Board members and the following guidance is provided:

- The following matters would generally be considered confidential:
 - i. The provisions of employment contracts of the Chief Executive Officer and senior management;
 - ii. The discussions and deliberations of Board members at formal and informal meetings;
 - iii. Information that is acquired through the personnel and processes of WAF.
- The following matters would generally not be considered confidential:
 - i. Information that is clearly in the public domain;
 - ii. Decisions that are clearly in the public domain;
 - iii. The reasons for such decisions where WAF has settled and approved such reasons.

In cases where decisions of WAF are likely to result in media comment or controversy it is desirable that the Board members should settle and approve its reasons for such decisions.

5. Director Independence and Conflicts

A Board member will generally, and without limiting any statutory obligations:

- Act in the best interests of WAF as a whole;
- Disclose fully to the Board at each Committee or Board meeting, any matter which would give rise to an actual or perceived conflict of interest between the personal and professional dealings and interests of the Board member and the business dealings and interests of WAF, if not disclosed previously as a standing Conflict of Interest; and
- Ensure that no commercial dealings between the Board member in his or her personal and professional capacity, or with any entity in which a Board member has a significant interest, and WAF will be entered into, other than in exceptional circumstances with prior approval by the Board.

6. Board Member and Employee Engagement

The Chief Executive Officer is responsible for the management of all staff within the organisation and is responsible to the Board for the effective delivery of this function.

Board members seeking information, updates, feedback through staff within the organisation should coordinate this request via the Chief Executive Officer.

Signed by Board member _____

Name of Board member _____

Date _____

First Adopted by the Board on: 4 February 2015

Reviewed/Endorsed by the Board on: 11 June 2025