



CELEBRATING 100 YEARS

BOARD CHARTER

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1. OVERVIEW AND PURPOSE OF THE CHARTER

The operations and activities of *Long Reef Golf Club* are managed under the direction of the Board of Directors, in the best interests of the Members as a whole.

The Board is responsible for the business and affairs of the Club, except for matters reserved for Members in a general meeting. The Board is responsible to the Members of the Club for the direction and performance of the Club and is governed by all applicable law, the Club Constitution and By Laws and is guided by the ClubsNSW Code of Practice and Best Practice Guidelines.

The purpose of this Charter is to set out the functions, responsibilities and key protocols of the Board and the basis of delegation of its authority to Board committees and Members.

2. ROLE OF THE BOARD

The Board has responsibility to Club Members for the conduct of the affairs and activities of *Long Reef Golf Club*. In carrying out its responsibilities, the Board undertakes to serve the interests of all Members, employees, other stakeholders and the broader community.

Each Director of *Long Reef Golf Club* will act in good faith in the best interests of the Club as a whole and collectively oversee and appraise the strategies, major policies, processes and performance of the company using care and diligence to ensure that the Club's long-term sustainability is assured.

3. STRUCTURE AND COMPOSITION OF THE BOARD

The *Long Reef Golf Club's* Constitution provides for the election of nine (9) Directors made up of a President, Vice-President, Treasurer, Captain, Vice-Captain and four (4) Ordinary Directors. The Directors are elected biannually for a two (2) year term of office.

The members of the Board shall hold office until the conclusion of the second Annual General Meeting after that at which they were elected when they shall retire, but subject to Clause 39 (c) of the Club's Constitution shall be eligible for re-election.

A person may not hold any one of the offices of President, Vice-President, Captain or Vice-Captain for more than six (6) consecutive years.

Board elections are held pursuant to clauses 38, 39 and 40 of the Constitution and By-Laws.

Each Director will hold office until the applicable Annual General Meeting and/or as determined by the Constitution.

4. BOARD RESPONSIBILITIES

The Board is responsible to Members for the overall governance and performance of the Club, for determining in conjunction with Management, the strategic direction of the Club and monitoring Club management's implementation of that strategy.

The Board:

- Selects and appoints the General Manager and identifies an appropriate succession plan;
- Determines the General Manager's conditions of service, delegates responsibilities and monitors

- his/her performance against established objectives;
- Approves senior management remuneration policies and practices;
- Monitors financial outcomes and the integrity of reporting, particularly approving annual budgets and longer-term strategic and business plans;
- Sets specific limits of authority for management to commit to new expenditure, enter new contracts or acquire businesses without Board approval;
- Approves acquisitions and disposals of businesses and investments above the delegated limits of authority;
- Considers and where appropriate, approves significant changes of key policies;
- Monitors compliance with legislative requirements and ethical standards and reporting back to members on these issues;
- Appoints any such Committees of the Board as may be appropriate to assist in the discharge of its responsibilities, determines their responsibilities and approves a charter for each Committee;
- Ensures that the Club conforms with the principles and practices of environmental, social and governance sustainability and best practice wherever possible;
- Ensures that the Club's business is conducted ethically and transparently;
- Oversees strategic risk management and compliance; and
- Meets in accordance with the Constitution and By-Laws of the Club and any other relevant legislative requirements.

5. CLUB CONSTITUTION and BY-LAWS

The Board is governed by the Constitution of Long Reef Golf Club.

This Charter supports the Constitution of the Club; however, the Constitution takes precedence in the event of inconsistency.

6. DELEGATIONS OF AUTHORITY AND COMMITTEES

To assist in the discharge of its responsibilities, the Board has delegated the following responsibilities to the General Manager and Committees.

General Manager:

The Board delegates the responsibility for the day to day operation and management of the Club's business to the General Manager;

A Director will not interfere with the day to day operation and management of *Long Reef Golf Club*, and will make all enquiries concerning employees, contractors or the operation of the Club to the General Manager;

Management must report to the Board on a regular basis to maintain accountability and to inform the Board so that it can make its decisions in the best interests of the Club and the Members as a whole;

The Board will ensure that it retains its independence which may require independent expert advice from time to time and deals with the attendance of management and invited experts at Board meetings;

Board Committees:

The Board, in accordance with the Club Constitution, may form advisory and other Board Committees to assist in carrying out its responsibilities;

The Board will appoint the Members of each Committee, including each Committee Chair who will be responsible for governing the Committee and may allow for external expertise where appropriate;

The Board will establish Charters setting out matters relevant to the composition, responsibilities and administration of the Committees and other matters that the Board may consider appropriate; and

A Committee to which any powers have been delegated must exercise the powers delegated in accordance with the Charter for that Committee, as approved by the Board from time to time.

The Committees currently appointed by the Board are;

- Finance, Planning and Audit
- Golf including Greens, Match and Junior Development
- Membership
- House
- Risk and Compliance
- Welfare, Grants and Community Relations
- Building

7. DIRECTORS' DUTIES

Directors must carry out their duties in compliance with all applicable law including the Registered Clubs Act, the Gaming Machines Act, the Corporations Act, Long Reef Golf Club's Constitution and By-Laws and all Club policies and procedures.

The disciplinary powers of the Independent Liquor & Gaming Authority have been strengthened, enabling the Authority to impose monetary penalties of up to \$11,000, and take disciplinary action, against individual club directors and secretaries who breach club governance and management requirements.

In discharging his/her duties, each Director must:

- Act in a Non-Executive capacity and refer all Executive actions and/or decisions to the General Manager.
- Exercise care and diligence;
- Inform themselves about the subject matter of a decision to the extent they reasonably believe to be appropriate;
- Act in good faith in the best interests of the Club;
- Declare any material personal interest or pecuniary/financial interest they have in the affairs of the Club;
- Not improperly use their position or misuse information of the Club, and to behave with propriety and honesty, seeking always to minimise any risk of fraudulent activity;
- Maintain Board confidentiality at all times;
- Commit the time necessary to discharge effectively their role as a Director; and
- Engage in ongoing skill development in relation to their role as Director and in accordance with all Legislation and Regulations governing the role of a Club Director.
- Must have a Director Identification Number (DIN) in accordance with the Corporations Act.

8. BOARD CONFIDENTIALITY

It is the fundamental right of every Director of Long Reef Golf Club to be able to speak openly in Board meetings on issues affecting the business of the Club without having to consider whether their comments would be repeated outside of the meeting to non-Board Members.

Likewise, the deliberations and decisions of the Board on sensitive and confidential matters shall remain confidential, with Section 183 of the Corporations Act (see over) quite explicit about the use of information by Directors and employees of companies.

If debate on key issues affecting a company is stifled because of concerns regarding confidentiality, ultimately the Board (irrespective of the size or stature of the company) can be impeded, ineffective and destabilised.

The requirement of Confidentiality of information by Directors continues even when they no longer hold a position on the Board of Directors.

9. ROLE OF THE PRESIDENT/ CHAIRPERSON

The responsibilities of the President are principally to:

- Lead the Board;
- Chair Board and General Meetings of the Club competently, ethically and transparently and ensure Board effectiveness;
- Ensure that General meetings are conducted efficiently, professionally and according to meeting procedures that ensure members have adequate opportunity to express their views and obtain answers to their queries;
- Liaise with the General Manager to ensure that new Board Members are briefed and have access to information on aspects of the Club's operations;
- Facilitating the effective contribution of all Directors;
- Establish the agenda for Board meetings in consultation with the General Manager;
- Be the main point of contact and communication between the Board and the General Manager, ensuring that the Board's views are communicated clearly and accurately;
- Lead the review of the Board's performance and the review of the General Manager's performance, ensuring that the delegated authority of the General Manager and expected key performance criteria for the General Manager are clear;
- Ensure that there is regular and effective evaluation of the Board's performance;
- Set a standard for Board Members in terms of attendance at meetings and prior familiarity with Board papers distributed and issues to be raised; and
- Be the media spokesperson for the Board where appropriate and represent the Club's interests.

10. ROLE OF THE GENERAL MANAGER

The General Manager is responsible for the day to day management of *Long Reef Golf Club* in an efficient and effective manner. The General Manager is to have a formal employment agreement describing his/her term of office, duties, rights and responsibilities and entitlements on termination. More details of the General Manager's duties are set down in Section 29.4 of the Club's By-Laws.

Concerning those parts of the General Manager's duties that specifically relate to the operation of the Board, the General Manager is responsible for:

- Organising Board meetings, agendas, board papers etc;
- Monitoring Board compliance with the Club Constitution, By-Laws and this Charter;
- Advising the Board on compliance with meeting procedure in line with Clubs NSW Best Practice Guidelines; and
- Preparing draft minutes of Board meetings, submitting same for approval, and entering such minutes into the Minute Book within one month of approval by the Board.

11. BOARD ATTENDANCE BY MANAGEMENT

In the interests of ensuring the full accountability and support of the General Manager by the Board, the General Manager (or in his/her absence the Acting General Manager) is, in general, the only member of management who attends Board meetings.

However, the General Manager at his/her discretion and in consultation with the Chairperson, may arrange for senior staff members to attend parts of Board meetings where it is determined that there is benefit in relation to his/her providing clarification to the Board and/or Director meetings on any relevant issue.

12. BOARD AND DIRECTOR MEETINGS

Full Board meetings will occur at a frequency no less than determined by the current Constitution of *Long Reef Golf Club* and the Registered Clubs Act, which is generally at least once each month.

Board Meetings are to be conducted in accordance with the Club Constitution, standing orders and fair rules of debate.

Sub-committee meetings will occur at a frequency determined by the current Constitution and By-Laws of *Long Reef Golf Club* or at a frequency determined by the Board which is congruent with any requirement of the Constitution and/or By-Laws.

13. PROFESSIONAL DEVELOPMENT

Prior to and after their election, each Director is to commit to ongoing education and professional skills development as determined by the Board, or applicable law, and is subject to annual review. The Board will have access to resources and training specific to the Club Industry as offered by ClubsNSW and other providers.

14. CLUB CODE OF CONDUCT AND PROTOCOLS

The Board and Directors will be guided at all times by the ClubsNSW Code of Practice as published by ClubsNSW and from time to time revised. Directors are bound by the principle of transparency and will at all times ensure that issues are discussed timeously in open forums where the Board is able to openly and confidentially evaluate strategies, ideas and suggestions.

15. DIRECTORS EXPENSES

At the Annual General Meeting held each year the Members are asked to approve that;

- i. The President, Captain and Treasurer and their respective playing partners be entered on the competition booking sheet prior to the sheet being available to Members;
- ii. The President and the Captain to each have a reserved space in the Club's car park;
- iii. To have provided to the Directors reasonable meals and refreshments whilst attending Board meetings of the Club; and
- iv. To receive reimbursement for all reasonable expenses incurred whilst acting in the capacity as a Director of the Club, provided that those expenses are approved by the Board, and where appropriate documentation has been submitted to substantiate such expenses to the limit in a financial year approved by the Members at the AGM..

The Club shall be entitled to budget, allocate and disburse such funds as may be considered reasonable expenses of Directors.

These costs will include reasonable expenses incurred in carrying out Club related business, representing the Club at relevant events and professional development, including but not limited to, club industry conferences, meetings and training, as may be determined by the Board.

All expenditure must be supported by documentary evidence.

All expenditure should be approved, prior to the expenses being incurred, by the Board at a meeting of Directors.

Where time does not allow approval to be obtained in advance the proposed expenses should be approved by the President or Vice President and ratified at the next meeting of Directors.

16. REVIEW OF THE CHARTER

The Board will review this Charter and the Charters of Board Committees annually to ensure they remain consistent with the Board's objectives and responsibilities and relevant standards of corporate governance.

17. PUBLICATION OF THE CHARTER

This Charter will be made available to the Club's Members upon request and key features may be outlined in the *Long Reef Golf Club's* Annual Report and on the Club's Website.

18. AMENDMENT OF THE CHARTER

This Charter has been adopted by the Board and any amendment to this Charter can only be approved by the Board.

The General Manager and President are responsible for reviewing this Charter on an annual basis (immediately after the Annual General Meeting) to ensure its continued compliance with legal requirements, corporate governance requirements applicable to the Club and the ClubsNSW Code of Practice, and if necessary, suggesting amendments to the Charter for consideration by the Board.

19. DIRECTOR'S ACKNOWLEDGEMENT

The Board requires a signed acknowledgment from each LRGC Director acknowledging that they have read and understood the current LRGC Board Charter.

Director's Name (print):

Signature:

DIN:

Date:

Witnessed by (print name):

Signature:

Date: