

BOARD CHARTER

Board Charter of Redhead Bowling Club Co-op Ltd ABN 91 505 907 215 (trading as Club Redhead)

1. Overview and Purpose of Charter

The operations and activities of Club Redhead (the Club) is managed under the direction of the Board of Directors.

The Board is governed by all applicable Laws, the Club's Rules and the ClubsNSW Club Code of Practice and Best Practice Guidelines.

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

This Charter supports the Rules of the Club. The Rules take precedence in the event of any inconsistency.

2. Role of the Board

The Board role is to manage the Club's business and affairs and the custody and control of its funds and property.

In carrying out its role the Board undertakes to:

- Serve the interests of all Club members and employees, other stakeholders and the broader community.
- Develop a strategic plan that secures the Club's financial future;
- Work to ensure the Club's reputation as a premier bowls Club is maintained
- Ensure that risk management is applied to financial and other areas;
- Ensure the Club provides a high standard of food, beverage, sports and entertainment options for the benefit of members and guests;
- Oversee the care of the Club's physical assets and facilities;
- Provide support for our local community and families;
- Ensure there is regular and transparent communication with the Club's members; and
- Provide safe premises for employees and members to work and enjoy the amenities;

3. Director Eligibility

Nominees for election as a Director of the Club must meet the requirements of Rule 38 of the Club Rules.

4. Structure and Composition of the Board

The Club's Rules provides for the election of 7 Directors made up of a Chairman (Chair), Deputy Chairman, Treasurer, Assistant Secretary and three ordinary Directors.

The Directors are elected triennially (three-year terms of office). Board elections are held pursuant to Rule 39 of the Club Rules.

5. Board Responsibilities

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

The Board:

- Makes, amends and rescinds By-laws as required under Rule 60 of the Club Rules
- Approves senior management remuneration policies and practices
- Determines the Secretary Manager's conditions of employment including formal employment agreement describing the term of office, duties, rights and responsibilities and entitlements on termination.
- Determines and approves the Secretary Manager's delegated authority and responsibilities;
- Selects and appoints the Secretary Manager and monitors his/her performance against established objectives;
- Identifies appropriate succession plan for the Secretary Manager;;
- 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 or to enter into new contracts without Board approval;
- 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, by resolution, the powers for each Committee;
- Ensures that the Club conforms with the principles and practices of economic, social and environmental sustainability and best practice wherever possible;
- Ensures that the Club's business is conducted ethically and transparently;
- Oversees strategic risk management; and
- Meets in accordance with the Rules and By-Laws of the Club and any other relevant legislative requirements.

6. Conduct of Directors

A Director must not engage in conduct likely to discredit the Club. This relates to situations where the Director is carrying out the duties of a Director or representing the Club and also in relation to anything else that a Director does in connection with the Club.

Directors have a duty to consider the interests of the Club as a whole. A Director may not act in the interests of an association of people or in affiliation with other parties if that would conflict with the interests of the Club as a whole.

Directors must at all times act in accordance with all legal and statutory requirements and devote sufficient time to discharge their duties as Directors of the Club.

Directors must not bind the Club, or seek to bind the Club, to any contractual obligation or other commitment without the specific approval of the Board.

Directors must use all reasonable endeavours to protect Club assets and to ensure their efficient use and that they are not misused and they must ensure that they deal fairly with Club management, consultants, contractors and employees.

Directors are not to perform any management, executive or employee function in connection with the business of the Club without the approval of the Board,

Directors are bound by the principle of transparency and will at all times ensure that issues are discussed in open forums where the Board is able to openly evaluate strategies, ideas and suggestions.

Each Director must commit to and comply with the Club's Code of Conduct for Directors and the Confidentiality Agreement.

7. Delegation of Authority to Secretary Manager

The Board has delegated the responsibility for the day to day operation and management of the Club's business to the Secretary Manager. The Secretary Manager will provide reports to the Board as may be required by the Board on a regular basis and attend Board meetings to maintain accountability and to inform the Board so that the Board can make its decisions in the best interests of the Club and the members as a whole.

Notwithstanding these delegated duties, the Board will ensure that it retains its independence, which may require independent expert advice from time to time.

8. Delegation of Authority to Board Committees

The Board, in accordance with the Club's Rules (Rule 54), may form committees to assist in carrying out its responsibilities.

The Board may delegate such powers of the Board by resolution as is required and will also establish by resolution the matters relevant to the composition, responsibilities and administration of any Board Committees and other matters that the Board may consider appropriate.

The Club Chair is authorised to attend all meetings of Board Committees.

A Board Committee with delegated powers must exercise such powers in accordance with the resolution of the Board as approved by the Board from time to time.

9. Role of the Chair

The responsibilities of the Chair are principally to:

- Lead the Board;
- Chair the Board and General Meetings of the Club competently, ethically and transparently and ensure Board effectiveness;
- Ensure that general meetings are conducted efficiently and that members have adequate opportunity to express their views and obtain answers to their queries;
- Liaise with the Secretary Manager to ensure that new Board members are briefed and have access to information on aspects of the Club's operations;
- Facilitate the effective contribution of all Directors;
- Establish the agenda for Board meetings in consultation with the Secretary Manager;

- Be the main point of contact and communication between the Board and the Secretary 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 Secretary Manager's performance, ensuring that the delegated authority of the Secretary Manager and expected key performance criteria for the Secretary 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 Secretary Manager

The Secretary Manager is responsible for the day to day management of the Club in an efficient and effective manner.

The role of the Secretary Manager includes but is not limited to:

- Managing implementation of the Club's Strategic Plan and Annual Budget;
- Managing all facets of the Club's operations on a day to day basis;
- Managing employee performance and providing training and opportunities for employees to reach their full potential;
- Attending Board meetings;
- Organising Board Meetings, Agendas, Board Papers etc;
- Arranging, with the consent of the Chair, other staff members to attend parts of the Board meetings where there is benefit to the Board.
- Monitoring compliance with the Club Rules, By-laws, Government Regulations and this Charter;
- Advising the Board on compliance with meeting procedure.

11. Board and Board Committee Meetings

Full Board meetings will occur at a frequency determined by the Rules of the Club and the Registered Clubs Act. Board Meetings are to be conducted in accordance with the Club Rules, standing orders and fair rules of debate.

Board Committee meetings will occur at a frequency determined by the Rules of the Club or at a frequency determined by the Board or Board Committee which is congruent with any requirement of the Rules.

12. Professional Development

The Directors will complete all mandatory training as determined by the Board or applicable law. In addition each Director is to commit to ongoing education and professional skills development. The Board will have access to resources and training specific to the Club Industry as offered by ClubsNSW, Club Education Institute and other providers.

13. Review of Performance

The Board will conduct regular reviews of its performance. The method of conducting each review and the extent of that review is for the Board to determine from time to time and in conjunction with the Club's Rules and Club Code of Practice.

The Chair or the Board may elect to be assisted by an external independent agency in undertaking the Review of Performance. The review of the Chair's performance will also be conducted in accordance with this Charter.

14. Review, Publication and Amendment of the Charter

The Board will regularly review this Charter to ensure it remains consistent with the Board's objectives and responsibilities and relevant standards of corporate governance.

This Charter will be made available to the Club's members upon request and key features may be outlined in the Club Annual Report. This Charter has been adopted by the Board. Any amendment to this Charter can only be approved by the Board.

The Secretary Manager is responsible for reviewing this Charter on an annual basis to ensure its continued compliance with legal requirements, corporate governance requirements applicable to the Club and the Club Code of Practice, and if necessary, suggesting amendments to the Charter for consideration by the Board.