

LEONGATHA GOLF CLUB

BOARD CHARTER

1. PURPOSE OF CHARTER

- 1.1. The Board Charter sets out the role, composition and responsibilities of the Board of Directors (“the Board”) of Leongatha Golf Club.
- 1.2. The conduct of the Board is also governed by the Constitution of Leongatha Golf Club, a copy of which is located at (<http://leongathagolf.com.au/>)

A number of operational matters relating to the Board such as number of meetings per year, notification of interests, and election of directors are governed by the Rules of the Club and are not reproduced here. Where there is any inconsistency between what is contained in this document and the Rules of the Club, the Rules are to take precedence.

2. PURPOSE OF THE BOARD

- 2.1. The Board has two broad purposes, compliance and performance:

COMPLIANCE: conform with or exceed all legal requirements

Legal

- ❖ monitor constitution
- ❖ comply with directors’ responsibilities
- ❖ comply with laws
- ❖ monitor insurance requirements

Accountability

- ❖ monitor financials
- ❖ compliance audits

PERFORMANCE: assist the club to perform to its best potential

Strategy and policy

- ❖ approve Vision/mission and ensure it is embedded into the club’s operations
- ❖ approve strategic plan and policies and monitor regularly

Accountability

- ❖ overall performance of the club
- ❖ board evaluation, succession planning
- ❖ report outcomes to stakeholders
- ❖ manage General Manager

Public Relations

- ❖ represent and participate
- ❖ keep members & stakeholders informed
- ❖ project a strong and positive image
- ❖ promote the vision
- ❖ facilitate cohesion
- ❖ protect the interests of members & stakeholders
- ❖ speak with one voice regarding Board decisions

Risk management

- ❖ Ensure up-to-date and effective risk profile and management strategy
- ❖ monitor critical risks

2.2. The Board, while meeting its responsibilities, is mindful of the club's mission and the objects of the club as embodied in its Constitution.

3. ROLES AND RESPONSIBILITIES

3.1. The Board has delegated authority for the operations and administration of the club to the General Manager.

3.2. The functions of the Board are to:

3.2.1. Provide effective leadership and collaborate with the Executive management team in:

- ❖ articulating the club's values, vision, mission and strategies
- ❖ developing strategic (direction) plans and ordering strategic priorities
- ❖ maintaining open lines of communication and promulgating through the club and with external stakeholders the values, vision, mission and strategies
- ❖ developing and maintaining a club structure to support the achievement of agreed strategic objectives

3.2.2. Monitor the performance of the GM against agreed performance indicators

3.2.3. Review and agree the business (action) plans and annual budget proposed by the Executive management team

3.2.4. Monitor the achievement of the strategic and business plans and annual budget outcomes

3.2.5. Establish such committees, policies and procedures as will facilitate the more effective discharge of the Board's roles and responsibilities

3.2.6. Ensure, through the Board committees and others as appropriate, compliance obligations and functions are effectively discharged

3.2.7. Initiate a Board self-evaluation program and follow-up action to deal with issues arising and arrange for directors to attend courses, seminars and participate in development programs as the Board judges appropriate

3.2.8. Ensure that all significant systems and procedures are in place for the club to run effectively, efficiently, and meet all legal and contractual requirements

3.2.9. Ensure that all significant risks are adequately considered and accounted for by the Executive management team.

3.2.10. Ensure that club has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.

3.3. The Board has no operational involvement in the conduct of club's business activities and delivery of services. Its role is confined to setting and reviewing policy.

4. MEMBERSHIP AND TERM

4.1. The Constitution provides for a maximum of 9 directors and a minimum of 6 directors (so that a quorum can be formed to transact business at meetings).

4.2. Directors are free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the club.

- 4.3. The Club has adopted a Board Membership Tenure Policy in accordance with the Constitution. Each director must be re-elected by the membership after 1 year on the Board with the exception of the Officer positions of President, Vice President, Treasurer and Secretary, which must be elected every 2. years on a rotational basis. In each year, either the President and Vice President, or the Treasurer and Secretary are up for re-election.
- 4.4. The Board is responsible for appointing Directors to fill casual vacancies on the Club's Board.

5. BOARD relationship with General Manager

- 5.1 The Board is responsible for Governance & Ethics:
- ❖ approving and monitoring the club's Vision statement and the Strategic Plan;
 - ❖ setting a clear sense of direction;
 - ❖ accommodating and reflecting the interest of the members in the present and future direction and activities of the club;
 - ❖ progressive refinement of policies, priorities, and Board processes;
 - ❖ monitoring and review; and,
 - ❖ hiring of key staff (General Manager & Course Superintendent)
- 5.2 The General Manager (GM) is responsible for:
- ❖ observance of the direction set by the Board;
 - ❖ prompt implementation of Board policies and decisions;
 - ❖ achievement of intended outcomes;
 - ❖ the organizational structure, and the effectiveness of each part of it;
 - ❖ operational staff, their appointment, management, directions, efficiency and discipline;
 - ❖ reporting in accordance with Board requirements;
 - ❖ timely advice to the Board on matters affecting it, whether or not specifically requested; and
 - ❖ full accountability to the Board on all these issues
- 5.3 The Board (and each Board member) relates to and communicates with the administration through the GM, who may however, as a matter of mutual convenience, delegate another staff member to deal with or assist the Board, its Committees or individual Board members, either generally or on particular matters. The GM remains responsible for the actions and performance of the staff member
- The Board acts as a corporate body only.
- No Committee of the Board or Board member may therefore give directions to the GM or other staff member, except to the extent that:
- ❖ the Board has expressly delegated its power in a specified area to that Committee or Board member; or
 - ❖ in the case of a staff member, the GM has expressly delegated responsibility to a specified staff member to deal with that Committee or Board member in that area.
- 5.4 Mutual respect should at all times exist between Board members and the GM, and recognition be given of the complementary roles of each.
- 5.6 The Board acts as a corporate body only.
- No Committee of the Board or Board member may therefore give directions to the GM or any staff member, except to the extent that:
- ❖ the Board has expressly delegated its power in a specified area to that Committee or Board member; or
 - ❖ in the case of a staff member, the GM has expressly delegated responsibility to a specified staff member to deal with that Committee or Board member in that area.

6. BOARD CULTURE

6.1. The Board actively seeks to have an 'engaged culture' which is characterised by candour and a willingness to challenge, and forward thinking,

6.1.1. Agendas

- ❖ The agendas of the Board limit presentation time and maximise discussion time.
- ❖ There are lots of opportunities for informal interactions among Board members.

6.1.2. Norms and Commitments– Board Members:

- ❖ are honest yet constructive.
- ❖ earn respect from fellow Board Members by adequately preparing for meetings, contributing to discussion, asking questions and are willing to challenge leadership.
- ❖ actively seek out other Board Members' views and contributions.
- ❖ are willing to commit appropriate time to the position and,
- ❖ are prepared to resign if they cannot meet their obligations & commitments as a Board Member.

6.1.3. Values

- ❖ The Board serves the club by actively participating in governance.
- ❖ The Board is responsible to various stakeholders both within and outside of the club.
- ❖ Board members are personally accountable for what goes on at the club.
- ❖ The Board is responsible for maintaining the club's stature in the golf industry and the broader community.
- ❖ Board members respect each other.

6.1.4 Core Principles of Conduct

All Directors will comply with the following core principles of conduct:

- ❖ Directors direct and managers manage;
- ❖ Directors should minimise any interference with the normal management of the Club and any approaches to management outside of normal Board business must be cleared with the General Manager in advance;
- ❖ all issues raised by Members with Directors should be referred to the General Manager for response;
- ❖ discharging their responsibilities in good faith and honesty, in the best interests of the Club and not any specific group of Members;
- ❖ acting with required care and diligence and applying commercial reasonableness;
- ❖ making reasonable enquiries to ensure that the Club is operating efficiently, effectively and legally towards achieving its goals;
- ❖ undertaking diligent analysis of all proposals placed before them;
- ❖ being independent in judgement and action and taking reasonable steps to be satisfied as to the soundness of all decisions taken by the Board;
- ❖ using the powers of office for proper purpose, in the best interests of the Club;
- ❖ avoiding conflicts of interest and not allowing personal interests, or any interest of an associated person, to conflict with the interests of the Club;
- ❖ ensuring that no conduct is likely to bring discredit upon the Club;
- ❖ serving on Board Committees as required;

All Directors are ex-officio members of all Board Committees and must request attendance from the convenor at any Committee meeting on which he/she does not ordinarily sit.

7. REPORTING

- 7.1. Proceedings of all meetings are minuted and signed by the President or the chairman of the meeting.
- 7.2. Minutes of all Board meetings are circulated to directors and approved by the Board at the subsequent meeting.
- 7.3. Resolutions are first put to the Board in draft form (as a "Board Paper").

8. CONFLICT OF INTEREST

- ❖ Directors will adhere, at all times, to the Conflict of Interests Policy.
- ❖ Directors are expected to avoid any action, position or interest that conflicts with an interest of the Club, or gives the appearance of a conflict.

9. REVIEW OF CHARTER

The Board will review this charter every three (3) years to ensure it remains consistent with the Board's objectives and responsibilities.

The next review is scheduled to take place in January 2021.

10. PUBLICATION OF THE CHARTER

- 8.1. Key features of the charter are to be outlined in the club Annual Report.
- 8.2. A copy of the charter is available at (<http://leongathagolf.com.au/>)