



YARROWONGA & BORDER GOLF CLUB

trading as

**YARROWONGA MULWALA GOLF CLUB
RESORT**

“BOARD CHARTER”

BOARD CHARTER

1. OVERVIEW AND PURPOSE OF THE CHARTER

The operations and activities of Yarrowonga and Border Golf Club Limited trading as Yarrowonga Mulwala Golf Club Resort are managed under the direction of the Board of Directors, in the best interest of the members as a whole.

The Board is responsible for the business and affairs of Yarrowonga Mulwala Golf Club Resort, except for matters reserved for members in general meeting. The Board is responsible to the members of Yarrowonga Mulwala Golf Club Resort for the direction and performance of the Club. The Board is governed by all applicable laws, the Club Constitution and the *Club Code of Practice* and *Best Practice Guidelines*.

The purpose of this Charter is to set out the functions, responsibilities and key protocols of the Yarrowonga Mulwala Golf Club Resort 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 Yarrowonga Mulwala Golf Club Resort. In carrying out its responsibilities, the Board undertakes to serve the interests of all Yarrowonga Mulwala Golf Club Resort members, employees, other stakeholders and the broader community.

Each Director of Yarrowonga Mulwala Golf Club Resort will act in good faith in the best interests of Yarrowonga Mulwala Golf Club Resort 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 Yarrowonga Mulwala Golf Club Resort's long term sustainability is assured.

3. STRUCTURE AND COMPOSITION OF THE BOARD

The Yarrowonga Mulwala Golf Club Resort Constitution provides for the election of 9 Directors made up of a President, Vice President, Captain, Vice Captain and 5 ordinary Directors. The Directors are elected annually according to the triennial rule.

Board elections are held pursuant to clauses 86-97 of the Constitution. 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 the strategic direction of the Club and monitoring Club management's implementation of that strategy.

The Board:

- a. Selects and appoints the Chief Executive Officer (CEO) and identifies an appropriate succession plan;
- b. Determines the CEO's condition of service, delegate responsibilities and monitors his/her performance against established objectives;
- c. Approves senior management remuneration policies and practices;
- d. Monitors financial outcomes and the integrity of reporting, particularly approving annual budgets and longer-term strategic and business plans;

- e. Sets specific limits of authority for management to commit to new expenditure, enter new contracts or acquire businesses without Board approval;
- f. Approves acquisition and disposals of business and investments above the delegated limits of authority;
- g. Approves significant changes of key policies;
- h. Monitors compliance with legislative requirements and ethical standards and reports back to members on these issues;
- i. 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;
- j. Ensures that the Club conforms with the principles and practices of economic, social and environmental sustainability and best practice wherever possible;
- k. Ensures that the Club's business is conducted ethically and transparently;
- l. Oversees strategic risk management; and
- m. Meets in accordance with the Constitution and By-Laws of the Club and any other relevant legislative requirements.

5. CLUB CONSTITUTION

The Board is governed by the Constitution of Yarrowonga Mulwala Golf Club Resort. This Charter supports the Constitution of Yarrowonga Mulwala Golf Club Resort. 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 CEO and Committees.

Chief Executive Officer:

- a. The Board delegates the responsibility for the day-to-day operation and management of the Club's business to the CEO;
- b. A Director will not interfere with the day to day operation and management of Yarrowonga Mulwala Golf Club Resort, and will make all enquiries concerning employees, contractors or the operation of the Club to the CEO;
- c. 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 interest of Yarrowonga Mulwala Golf Club Resort and the members as a whole;
- d. Deals with attendance of management and invited experts at Board meetings; and
- e. The Board will ensure that it retains its independence which may require independent expert advice from time to time.

Board Committees:

- a. The Board in accordance with the Club Constitution, may form advisory and other Board Committees to assist in carrying out its responsibilities;
- b. 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;
- c. The Board will establish By-Laws setting out matters relevant to the composition, responsibilities and administration of the Committees and other matters that the Board may consider appropriate; and
- d. A Committee to which any powers have been delegated must exercise the powers delegated in accordance with the By Law for that Committee, as approved by the Board from time to time.

7. DIRECTORS DUTIES

Directors must carry out their duties in compliance with all applicable law including the Corporations Act, Yarrowonga Mulwala Golf Club Resort Constitution and By-Laws, the *Club Code of Practice* and *Best Practice Guidelines* and all Club policies and procedures. In discharging his/her duties, each Director must:

- a. Exercise care and diligence;
- b. Inform themselves about the subject matter of a decision to the extent they reasonably believe to be appropriate;
- c. Act in good faith in best interest of the Club;
- d. Declare any material personal interest or pecuniary/financial interest they have in the affairs of the Club;
- e. Not improperly use his/her position or misuse information of the Club;
- f. Maintain Board confidentiality at all times;
- h. Commit the time necessary to discharge effectively his/her role as a Director; and
- i. Engage in on-going skill development in relation to their role as Director.

8. ROLE OF THE CHAIR

The responsibilities of the Chair are principally to:

- a. Lead the Board;
- b. Chair Board and General Meetings of the Club competently, ethically and transparently and ensure Board effectiveness;
- c. Ensure that general meetings are conducted efficiently and that members have adequate opportunity to express their views and obtain answers to their queries;
- d. Liaise with the CEO to ensure that new Board members are briefed and

- have access to information on aspects of the Club's operations;
- e. Facilitating the effective contribution of all Directors;
- f. Establish the agenda for Board meetings in consultation with the CEO;
- g. Be the main point of contact and communication between the Board and the CEO, ensuring that the Board's views are communicated clearly and accurately;
- h. Lead the review of the Board's performance and the review of the CEO's performance, ensuring that the delegated authority of the CEO and expected key performance criteria for the CEO are clear;
- i. Ensure that there is regular and effective evaluation of the Board's performance;
- j. 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
- k. Be the media spokesperson for the Board where appropriate and represent the Club's interests.

9. ROLE OF THE CHIEF EXECUTIVE OFFICER

The CEO is responsible for the day to day management of Yarrowonga Mulwala Golf Club Resort in an efficient and effective manner. The CEO is to have a formal employment agreement describing his/her term of office, duties, rights and responsibilities and entitlements on termination.

The role of the CEO includes but is not limited to:

- a. Organising Board Meeting, Agendas, Board Papers etc;
- b. Monitoring compliance with the Club Constitution and this Charter;
- d. Advising the Board on compliance with meeting procedure (in line with paragraph 9 of the *Guideline for Board Operation*); and

e. Preparing minutes of Board meetings, arranging approval of minutes and entering into minute book within one month of the meeting.

10. BOARD ATTENDANCE BY MANAGEMENT

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

However, the CEO at his/her discretion and in consultation with the Chair, may arrange for senior staff members to attend parts of Board meetings where he/she determines that there is benefit in relation to his/her providing clarification to the Board.

11. BOARD AND DIRECTOR MEETINGS

Full Board meetings will occur at a frequency determined by the current Constitution of Yarrowonga Mulwala Golf Club Resort 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 of Yarrowonga Mulwala Golf Club Resort or at a frequency determined by the Board which is congruent with any requirement of the Constitution.

12. PROFESSIONAL DEVELOPMENT

Prior to and after their election, each Director is to commit to on-going education and professional skills development as determined by the Board, ClubsNSW 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.

13. CLUB CODE OF CONDUCT AND PROTOCOLS

The Board and Directors will be guided at all times by the *Club 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 in open forums where the Board is able to openly evaluate strategies, ideas and suggestions.

14. 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 Yarrowonga Mulwala Golf Club Resort Constitution 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.

15. REVIEW OF THE CHARTER

The Board will regularly review this Charter and the Charters of Board Committees to ensure they remain

consistent with the Board's objectives and responsibilities and relevant standards of corporate governance.

16. 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 Yarrowonga Mulwala Golf Club Resort Annual Report.

17. AMENDMENT OF THE CHARTER

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

The CEO 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.