

BDCC BOARD CHARTER

This Charter sets out the role, responsibilities, structure and processes of the Board of Management of the Byford & Districts Country Club (BDCC).

1. Roles and Responsibilities

1.1 The role of the Board is to approve the strategic direction of the BDCC, guide and monitor the management of the BDCC in achieving its strategic plans, review, approve and monitor the BDCC's risk management systems across its businesses, and to oversee overall good governance practice.

1.2 The Board is responsible for:

- (a) approving the BDCC strategy, business plans and board policies;
- (b) monitoring the BDCC's strategic direction and community activities, and the associated risks;
- (c) reviewing, approving and monitoring the BDCC's risk management systems, including internal compliance and control mechanisms;
- (d) approving the annual report and financial statements and any other published reporting in accordance with the Constitution, Associations Incorporation Act and any other applicable regulations;
- (e) approving and monitoring the progress of capital expenditure above amounts permitted through delegated authority
- (f) overseeing the BDCC's accounting and reporting systems and appointing, re-appointing or removing the BDCC's external auditors
- (g) approving and monitoring the effectiveness of the BDCC's system of governance, including formation of Board committees and the terms of references;
- (h) monitoring and guiding the culture, reputation and standards of conduct of the BDCC;
- (i) approving the BDCC Code of Conduct and other BDCC Member level policies, and monitoring their effectiveness



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- (j) appointing and removing the BDCC's Chief executive Officer (CEO), and approving the remuneration of and overseeing the performance review of the BDCC's CEO;
- (k) approving and reviewing succession plans for the BDCC's CEO;
- (l) monitoring the BDCC's performance in delivering its strategic plans;
- (m) approving and monitoring the systems and policies to ensure integrity of budgets, financial statements and other reporting;
- (n) overseeing the management of the BDCC's interactions and communications with key stakeholders and the broader community; and
- (o) reviewing the division of functions and responsibilities between the Board and CEO.

2. The Role of Management

2.1 The day-to-day management of the BDCC and its businesses is the responsibility of the CEO, supported by the BDCC Senior Management Team.

2.2 The Board delegates to the CEO all powers to manage the day-to-day business of the BDCC, subject to those powers reserved to the Board in clause 1 and any specific delegations of authority approved by the Board.

2.3 The key responsibilities of the CEO are to:

- (a) manage and administer the day-to-day operations of the BDCC and its businesses functions in accordance with the strategy and policies approved by the Board;
- (b) develop strategies for the BDCC and its management, and make recommendations to the Board on such strategies;
- (c) develop the BDCC's annual budget and conduct the BDCC's activities within the approved annual budget;
- (d) develop and maintain the BDCC's risk management systems, including internal compliance and control mechanisms;



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- (e) assign responsibilities clearly to the BDCC Senior Management Team, and supervise and report on their performance to the Board;
- (f) recommend to the Board significant operational changes, and major capital expenditure, which are beyond delegated authority thresholds;
- (g) report regularly to the Board with accurate, timely and clear information, such that the Board is fully informed to discharge its responsibilities effectively;
- (h) exercise such additional powers as are delegated to the CEO by the Board from time to time; and
- (i) support a culture within the BDCC that promotes ethical and responsible behaviour.

3. Composition, Size and Structure of the Board

3.1 Composition. The Board is responsible for determining an appropriate mix of skills, knowledge, experience, expertise and diversity on the Board, necessary to review and approve the strategic direction of the BDCC, and to guide and monitor the management of the Club, in accordance with the BDCC Constitution.

3.2 Size. The number of Members on the Board shall be determined in accordance with the Constitution

3.3 Qualifications. The Board or Nomination Sub-Committee is responsible for reviewing Board composition, skills and experience, and making recommendations in relation to Board appointments and elections, including preparing a description of the role and capabilities required for a particular Board appointment, identifying suitable candidates to fill Board vacancies as and when they arise, and nominating candidates for the approval of the Board.



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3.4 Tenure

- (a) the Board will review periodically its composition and the duration of terms remaining by Board Members, upon recommendation from the Nomination Committee. The Board is responsible for developing and reviewing the succession plans of the Board (including the role of Chairperson), with the aim of maintaining an appropriate mix of skills, experience, expertise and diversity on the Board over time; and
- (b) the Board is responsible for identifying existing Board Members who are due for re-election at Annual General Meetings, in accordance with the Constitution.

3.5 Performance Review. The Board is responsible for undertaking a formal evaluation process to review its performance and that of its sub-committees once every year.

4. Appointment and Responsibilities of Chairperson

4.1 The Board shall appoint a Chairperson in accordance with the Constitution of the BDCC.

4.2 The Chairperson must be a current Board Member who has served at least a consecutive period of 12 months on the Board and who satisfies the criteria for the position of chairperson.

4.3 The role of Chairperson must not be held by someone who is performing the role of CEO.

4.4 The Chairperson must retire from that position at the expiration of 2 terms unless the Board decide otherwise.



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4.5 The appointment of the Chairperson shall be formally reviewed at the end of each two year period.

4.6 The responsibilities of the Chairperson are to:

- (a) maintain effective communication between the Board and CEO;
- (b) lead the Board;
- (c) ensure the efficient organisation and conduct of the Board's function;
- (d) brief all Board Members in relation to issues arising at Board meetings;
- (e) chair board meetings, general meetings and annual general meetings (AGM) of the BDCC; and
- (f) exercise such specific and express powers as are delegated to the Chairperson by the Board from time to time.

5. Secretary

5.1 The Board must appoint a Secretary in accordance with the Constitution.

5.2 Appointment and removal of the Secretary is subject to Board approval.

5.3 The Secretary is accountable to the Board, through the Chairperson, on all matters to do with the proper functioning of the Board.

5.4 The role of the Secretary includes:

- (a) assisting the Board and Board committees on governance matters;
- (b) monitoring Board and committee policy and procedures;
- (c) ensuring that the business at Board and committee meetings is accurately captured, including through oversight, in the minutes; and
- (d) assisting to organise and facilitate the induction and professional development of Board Members.



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6. Committees of the Board

6.1 The Board may from time to time establish and delegate any powers to a sub-committee of the Board in accordance with the Constitution.

6.2 The Board is responsible for approving and reviewing the terms of reference and membership of each sub-committee established by the Board.

6.3 The Board has established the following committees:

- (a) Disciplinary committee
- (b) Strategic committee
- (c) Expansion committee
- (d) CEO performance committee
- (e) Constitution committee
- (f) Members committee

6.4 All Board Members shall be entitled to attend meetings of Board committees where there is no conflict of interest.

7. Board Meetings

7.1 The Board shall meet at least ten times per year, and otherwise as often as the Board Members determine necessary to enable the Board to fulfil their duties and responsibilities to the Club.

7.2 A quorum for a Board meeting shall be determined in accordance with the Constitution.

7.3 The Chairperson is responsible for the conduct of all Board meetings, including briefing all Board Members in relation to the issues arising at Board meetings.

7.4 The Chairperson has a casting vote, subject to the terms of the Constitution.



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8. Ethical Standards & Legal Duties

8.1 Code of Conduct. Each Board Member shall abide by the terms of the BDCC Code of Conduct, and are expected to uphold the ethical standards and corporate behaviour described in the Code.

8.2 Duties. The Board will operate in a manner reflecting the values of the BDCC and in accordance with its agreed corporate governance guidelines, the Constitution, the Associations Incorporation Act and all other applicable laws and regulations.

8.3 Conflicts of interest. Each Board Member has a fiduciary and statutory duty not to place themselves in a position which gives rise to, or is perceived to give rise to, a real or substantial possibility of conflict, whether it be a conflict of interest or conflict of duties. In accordance with the BDCC Conflicts of Interest Policy, each Board Member is required:

(a) to ensure that the Board is notified (whether by formal standing notice or notification to the CEO or Board immediately on becoming aware) of any such conflicts of interest; and

(b) if any matter is or likely to be brought before the Board which could give rise to such a conflict of interest, then the Board Member:

I. shall disclose this to the Board;

II. shall continue to receive Board papers or other information which relates to the matter which is the subject of the conflict of interest, unless the Board Member requests, or the Chairperson determines, that he or she shall not receive any or all of those documents;

III. shall withdraw from any part of a Board or Board Committee meeting for the duration of any discussion; and



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IV. not vote on the matter, unless a majority of Board Members who do not have an interest in the matter resolve that the disclosed interest should not disqualify the Board Member.

9. Independent Advice

9.1 The Board collectively, and each Board Member individually, may obtain independent professional advice at the BDCC expense, as considered necessary to assist in fulfilling their relevant duties and responsibilities;

9.2 Individual Board Members who wish to obtain independent professional advice should seek the approval of the Board (acting reasonably) and will be entitled to reimbursement of all reasonable costs in obtaining such advice.

10. Confidentiality

The Board Members acknowledge that all proceedings of the Board and its committees are strictly confidential and will not be disclosed to any person other than Board members, except as agreed by the Board or as required by law, and the period of confidentiality will continue indefinitely upon the expiration of a Board Members tenure.

11. Review of Charter

The Board will from time to time review the Charter to ensure that it meets best practice standards, complies with relevant Governance Principles and Recommendations and meets the needs of the BDCC and the Board.

