



BOARD CHARTER

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1. INTRODUCTION

- 1.1 This Charter has been developed and approved by the Board of BATEMANS BAY SOLDIERS CLUB to outline the manner in which the Board discharges its responsibilities.
- 1.2 The powers and duties of individual Directors are set out in the Constitution and at law. Directors are expected to observe the highest standards of ethical behaviour at all times.

2. ROLE OF THE BOARD

- 2.1 The Board is responsible for approving BATEMANS BAY SOLDIERS CLUB strategy and monitoring its performance.
- 2.2 The Board is responsible, and is accountable to members, for the management of BATEMANS BAY SOLDIERS CLUB business.
- 2.3 The Board delegates responsibility for day-to-day management of BATEMANS BAY SOLDIERS CLUB to the Chief Executive Officer, but

retains responsibility to the members, for the overall strategy, governance and performance of BATEMANS BAY SOLDIERS CLUB.

3. ROLE OF THE CHIEF EXECUTIVE OFFICER (CEO)/COMPANY SECRETARY

- 3.1 The Chief Executive Officer (who is the Company Secretary), together with the Executive Team, is responsible to the Board for the development and implementation of strategy and overall management and performance of BATEMANS BAY SOLDIERS CLUB.
- 3.2 The Chief Executive Officer manages the organisation in accordance with the strategy and corporate plan and the policies approved by the Board.
- 3.3 The Chief Executive Officer is accountable to the Board for the exercise of the delegated authority and, with the support of senior management, is to demonstrate the progress to fulfil this responsibility through the provision of reports, briefings and presentations on a regular basis throughout the year.
- 3.4 The Chief Executive Officer reports directly to the Board through the Chairperson and all Directors have access to the Chief Executive Officer.
- 3.5 The Board is supported in governance and administration by the CEO who is responsible for:
 - 3.5.1 Coordinating all Board business including meetings, agendas, board papers and minutes, and monitoring the completion of actions arising from Board meetings.
 - 3.5.2 Providing a point of reference for dealings between the Board and management.
 - 3.5.3 Retaining independent professional advisors at the request of the Board, a Board Committee or as permitted under this Charter.
 - 3.5.4 Attending to the statutory requirements relating to BATEMANS BAY SOLDIERS CLUB registered office, annual returns and lodgement of other documents with ASIC.

4. BOARD RESPONSIBILITIES

In addition to the matters referred to in section 2.1 and the matters required by law to be approved by the Board, the matters set out below are Board reserved powers and key responsibilities:

4.1 Board Reserved Powers:

Authorising all matters which are within the reserved powers of the Board and responsibility for which has not been delegated to management, which relate to:

- 4.1.1 Significant expenditure and acquisition and divestment transactions in excess of discretionary limits delegated to the CEO by the Board.
- 4.1.2 Material variations to the annual strategic plan.
- 4.1.3 Capital management initiatives including investments, returns on capital and divestment.
- 4.1.4 Related party transactions which would require disclosure in the annual report.
- 4.1.5 Matters expressly reserved to the Board or one of its Committees in their respective charters.
- 4.1.6 Transactions imposing personal obligations on Directors.
- 4.1.7 Any other matters which the CEO refers for consideration by the Board or which the Board resolves to be brought to it for consideration.

5. Corporate Plan

- 5.1 Annually approving BATEMANS BAY SOLDIERS CLUB strategic plan.
- 5.2 Monitoring the implementation of BATEMANS BAY SOLDIERS CLUB strategy and performance against the strategic plan.

6. CEO and Executive Management Team

- 6.1 Appointing and terminating the employment of the CEO.
- 6.2 Approving the appointment and contract, remuneration and the cessation of the employment (including payments made upon cessation of employment) of anyone classified as a Top Executive or Executive Management

7. Remuneration and Performance

7.1 Approving BATEMANS BAY SOLDIERS CLUB overall remuneration framework, including any executive employee performance schemes

7.2 Determining the proposed honorariums of Directors to be recommended to members: honorariums are approved by an ordinary resolution of members.

7.3 Determining and annually reviewing the remuneration of the CEO and the members of the Executive Management Team.

7.4 Approving the key accountabilities and performance measures for the CEO and members of the Executive Management Team.

7.5 Assessing the performance of the CEO and overseeing the performance of members of the Executive Team including approving performance reviews for members of the Executive Management Team and reviewing succession and talent development plans.

8. Financial and Risk Management

8.1 Overseeing BATEMANS BAY SOLDIERS CLUB financial position, including the quantum, nature and terms of its debt facilities and its ability to meet its debts as and when they fall due.

8.2 Approving the annual financial statements, and the Directors report.

8.3 Approving decisions concerning major capital expenditure, asset acquisition & disposals and capital expenditure budgets.

8.4 Overseeing BATEMANS BAY SOLDIERS CLUB external audit activities and monitoring BATEMANS BAY SOLDIERS CLUB internal audit activities and internal control and reporting systems.

8.5 Approving BATEMANS BAY SOLDIERS CLUB risk management policy.

8.6 Overseeing BATEMANS BAY SOLDIERS CLUB risk management system in respect of BATEMANS BAY SOLDIERS CLUB Material Business Risks (MBRs) and other operational risks.

8.7 Reviewing BATEMANS BAY SOLDIERS CLUB actual and emerging MBRs and monitoring management's performance in implementing risk management responses in respect of the MBRs.

9. Governance and Compliance

9.1 Monitoring and influencing BATEMANS BAY SOLDIERS CLUB culture, reputation, ethical standards and legal compliance, and overseeing BATEMANS BAY SOLDIERS CLUB strategic governance framework and the key supporting policies governing the operations of BATEMANS BAY SOLDIERS CLUB (including the BATEMANS BAY SOLDIERS CLUB Code of Conduct & Business Principles).

9.2 Overseeing, and monitoring the effectiveness of, BATEMANS BAY SOLDIERS CLUB sustainability strategy and policies, including the way in which BATEMANS BAY SOLDIERS CLUB gives appropriate consideration to the interests of members.

9.3 Overseeing the CEO's delegation of authority to management.

9.4 Overseeing member reporting and communications and receiving regular reports on the management of BATEMANS BAY SOLDIERS CLUB.

9.5 Monitoring BATEMANS BAY SOLDIERS CLUB work health and safety performance.

9.6 Monitoring significant litigation in which BATEMANS BAY SOLDIERS CLUB is involved.

9.2 Diversity

9.2.1 Approving BATEMANS BAY SOLDIERS CLUB policies in relation to diversity at all levels of the Club (including the Board) and subsequent amendments to those policies.

9.2.2 Setting and assessing annually measurable objectives in relation to diversity at all levels of the Club and progress in achieving them.

10. BOARD MEMBERSHIP, INDEPENDENCE AND CONDUCT

10.1 All Directors are required to act in the best interests of BATEMANS BAY SOLDIERS CLUB and to exercise unfettered and independent judgement.

10.2 BATEMANS BAY SOLDIERS CLUB defines an independent Director as a Director who is free of any business or other relationship that could interfere with or could be perceived to interfere with the exercise of their independent judgement and ability to act in the best interests of BATEMANS BAY SOLDIERS CLUB.

10.3 The Board may determine that a Director is independent notwithstanding the existence of a relationship of the kind referred to above. However, the Board will state the reasons for making its determination in such a case.

10.4 If at any time during the year a Director ceases or may have ceased to be independent he/she is required to advise the Chairperson immediately.

10.5 Each Director is bound by BATEMANS BAY SOLDIERS CLUB Values and the BATEMANS BAY SOLDIERS CLUB Group Code of Conduct and Business Principles. Each Director is also required to comply with the terms of their appointment and the terms and conditions of any arrangements or Club policies specifically applying to them.

11. ROLE OF THE CHAIRPERSON

11.1 The Chairperson is appointed as per the constitution. (elected by the members)

11.2 The Chairperson's principal responsibilities are to provide appropriate leadership to the Board of BATEMANS BAY SOLDIERS CLUB and to ensure the Board fulfils its obligations under this Charter.

11.3 The Chairperson also has specific responsibilities to:

11.3.1 Represent the views of the Board to members and the public

11.3.2 Maintain a regular dialogue and mentoring relationship with the CEO and members of the Executive Management Team, serving as a primary link between the Board and management.

11.3.3 Work with the CEO in relation to the Board's requirements for information to contribute effectively to the Board decision making process and to monitor the effective implementation of Board decisions.

12. COMMITTEES

12.1 The Board may from time to time establish appropriate committees of Directors to assist it by focussing on specific responsibilities in greater detail than is possible for the Board as a whole, reporting to the Board and making any necessary recommendations.

12.2 There are Three standing committees:

12.2.1 Remuneration Committee

12.2.2 Disciplinary Committee

12.2.3 Property & Development Committee

12.3 It is a Board requirement that all members of the Remuneration Committee, the Disciplinary Committee and Property & Development Committee are independent Directors.

12.4 Each formally constituted Committee has a written Charter, approved by the Board, and reviewed annually.

12.5 Formal minutes of each Committee meeting are prepared and circulated to the Directors.

12.6 The Board may also delegate specific functions to ad hoc committees on an "as needs" basis.

13. MEETINGS

The Board has established procedures for conducting Board meetings and meetings of Board Committees.

14. DECLARATION OF INTERESTS

14.1 Directors are required to take all reasonable steps to avoid actual, potential or perceived conflicts of interests.

14.2 Each Director will comply with BATEMANS BAY SOLDIERS CLUB Board charter guidelines for independence and conduct.

15. ACCESS TO MANAGEMENT

Directors have complete access to BATEMANS BAY SOLDIERS CLUB executive management through the Chairperson or CEO. In addition to regular presentations by executive management to Board meetings, Directors may seek briefings from other senior management on specific matters.

16. ACCESS TO INDEPENDENT PROFESSIONAL ADVICE

16.1 The Board has the authority to conduct or direct any investigation required to fulfil its responsibilities and will retain, such legal, accounting or other advisers, consultants or experts as it considers necessary from time to time in the performance of its duties.

16.2 All Committees of the Board have access to independent professional advice on this basis.

17. INDUCTION AND TRAINING

17.1 All new Directors will undertake an induction program.

17.2 Director education is conducted regularly and is incorporated into the annual Board cycle and members approved expenditure budgets.

17.3 All Directors must undertake professional development education activities to assist them in fulfilling their duties and responsibilities and keeping up to date with relevant issues.

18. CONFIDENTIALITY

Confidential information received by a Director in the course of their service as a Director remains confidential to BATEMANS BAY SOLDIERS CLUB and the Director must not disclose or permit the disclosure of such information without the authorisation of the Board, unless required by law.

19. REVIEW OF BOARD PERFORMANCE AND CHARTER

19.1 The Board undertakes an annual assessment of its performance including its performance against the requirements of its Charter, the performance of individual Committees and the performance of individual Directors.

19.2 The Board reviews and assesses the adequacy of the Board's Charter annually and makes any appropriate changes.

19.3 Amendments to the Charters are to be approved by the Board.