



BOARD OF DIRECTORS

Board of Directors

The Board is responsible and accountable to members for the management of BATEMANS BAY SOLDIERS CLUB. In addition to the matters required by law the Board's key responsibilities include:

- Approving the strategy and corporate plan and monitoring the implementation of the strategy and performance against the strategic plan
- Appointing, assessing the performance of and determining the remuneration of the CEO, as well as approving the appointment and remuneration of and overseeing of the CEO's Executive Team
- Overseeing the financial position and approving decisions concerning the capital management
- Overseeing the external and internal audit activities, internal control framework and reporting systems and strategic and operational risk management systems
- Monitoring and influencing the culture, reputation, ethical standards and legal and regulatory compliance, and overseeing the corporate governance framework
- Monitoring the work health and safety performance
- Approving the overall remuneration framework, and
- Approving certain matters relating to diversity

The Board has adopted a Board Charter that details its role and responsibilities.

The CEO, together with the Executive Management Team, is responsible to the Board for the development and implementation of BATEMANS BAY SOLDIERS CLUB strategy and overall management and performance. The Board has delegated responsibility for day-to-day management of BATEMANS BAY SOLDIERS CLUB to the CEO and there is a formal delegation's structure in place which sets out the powers delegated to the CEO and those specifically retained by the Board. This is complemented by a formal delegation's structure from the CEO to Executive and Senior Management.

The Chairperson

The Directors are elected by the members, the directors elect the chairperson and Vice Chairperson. The Chairperson's overarching responsibilities are to provide appropriate leadership to the Board and BATEMANS BAY SOLDIERS CLUB and to ensure the Board fulfils its obligations under its Charter. The Chairperson's responsibilities are set out in more detail in the Board Charter



BOARD OF DIRECTORS

Board Composition and Director Appointment

The Board actively seeks to ensure that it has an appropriate mix of diversity, skills experience and expertise to enable it to effectively discharge its responsibilities and to be well equipped to enable BATEMANS BAY SOLDIERS CLUB to navigate the range of both internal and external challenges.

Matters relating to Board (and Board Committee's) composition are considered by the Board. To assist in identifying areas of focus and maintaining an appropriate experience mix, the Board is continuing to develop a skills matrix which is reviewed by the Board on a regular basis. It is an important, but not the only, basis of criteria applying to director appointments.

The skills, experience and expertise in areas which the Board currently considers to be particularly relevant include those in Finance, Legal, Governance, Marketing, Community engagement, Human Resources and Building and Property Development.

The process for the qualification, nomination and appointment of Directors is outlined in the Constitution. As part of this process, the Board establishes by-laws and criteria regarding the general qualifications and experience, as well as the specific qualifications, a candidate should have.

Formal letters are provided to all new Directors setting out the key terms and conditions of their appointment. Any casual vacancy filled by the Board during the year is required to nominate for election at the next Annual General Meeting (AGM).

Director Induction Training and Continuing Education

All new Directors participate in a formal induction process co-ordinated by the Chairperson. This induction process includes briefings on our financial position, strategic plan, operational and risk management policies and processes, governance framework (including key policies), culture and values, key developments in our Clubs, the industry and the community in which we operate.



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The Club has in place a continuing education program for Directors which is part of the annual Board cycle.

Board Tenure

In accordance with BATEMANS BAY SOLDIERS CLUB Constitution, an election of Directors is held Annually. The Directors may stand for re-election in accordance with the Tri-Annual Rule and the process set out in the Constitution.

Board Committee Membership – Committee membership should consider to rotate every year, subject to considerations of Committee succession planning and the overall composition/skills/experience of the Committee

Director Independence

It is a legal requirement that a Director cannot be a BATEMANS BAY SOLDIERS CLUB employee. All Directors are required to act in the best interests of BATEMANS BAY SOLDIERS CLUB and to exercise independent judgment.

The Board assesses the independence of each Director. An independent Director is free of any business or other relationship that could interfere with or could reasonably be perceived to interfere with the exercise of his or her independent judgement and ability to act in BATEMANS BAY SOLDIERS CLUB best interests. When assessing the independence of a Director, the Board considers the relationships potentially affecting the independent status of a director as described in the ASX Principles. The Board may determine that a Director is independent notwithstanding the existence of a relationship of the kind referred to above.

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 and make the necessary disclosures under the Act.



BOARD OF DIRECTORS

Conflicts of Interest

In accordance with the requirements of the Corporations Act and our Constitution, Directors must declare any conflict of interest they may have, and follow the procedures set out in the Charter, in certain circumstances, abstain from participating in any discussion or voting on matters in which they have a material personal interest.

Review of Board and Director Performance

The Board undertakes reviews (including its performance against the requirements of its Charter), the performance of individual Committees and the performance of individual Directors, including the performance of the Chairperson as - Chairperson of the Board.

These performance reviews are conducted both internally and, if required externally by a facilitator.

A review includes consideration of matters relating to strategic objectives, the Board's agenda, papers and presentations, Board meeting processes and protocols and the relationship with management.

A review is also undertaken by each Board Committee each year.

The findings and recommendations of the reviews are provided to the Board.

The Board annually reviews the performance of the CEO against agreed performance measures and other relevant factors. The CEO undertakes a similar exercise in relation to the executive management team and presents the findings to the full Board for approval. The results of the CEO's annual performance and review of the senior executives are then discussed by the Board.



BOARD OF DIRECTORS

Board Access to Management and Independent Professional Advice

Directors have access to the senior management through the Chairperson or CEO. In addition to regular presentations by senior management at Board meetings, Directors may seek briefings from senior management on specific matters.

The Board has the authority to conduct or direct any investigation required to fulfil its responsibilities and may directly retain such legal, accounting or other advisers, consultants or experts as it considers necessary from time to time in the performance of its duties. All Committees of the Board also have access to independent professional advice on this basis where the Committee so resolves and subject to any particular directions from the full Board. In certain circumstances, each Director has the right to seek independent professional advice at BATEMANS BAY SOLDIERS CLUB expense with the prior approval of the Board or the Chairperson.

CEO (Company Secretary)

The CEO is also the Company Secretary and reports directly to the Board through the Chairperson, and all Directors have access to the CEO. The Board is supported in governance and administration by the CEO whose responsibilities include coordinating all Board business (including meetings, agendas, board papers and minutes, and monitoring the completion of actions arising from Board meetings), retaining independent professional advisors (including where requested by the Board or Board Committees) or as permitted under the Board Charter, and attending to certain statutory requirements relating to BATEMANS BAY SOLDIERS CLUB.