



RANDWICK GOLF CLUB
MALABAR
EST 1960

RANDWICK GOLF CLUB BOARD CHARTER

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1. OVERVIEW AND PURPOSE OF THE CHARTER

The operations and activities of *Randwick Golf Club* (the 'Club') are managed under the direction of the Board of Directors, in the best interests of the members as a whole.

The Board is responsible for the business and affairs of the club, except for matters reserved for members in a general meeting. The Board is responsible to the Members of the club for the direction and performance of the Club and is governed by all applicable law, the Club Constitution and By Laws and is guided by the Clubs NSW Code of Practice and Best Practice Guidelines.

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

Each Director of *Randwick Golf Club* will act in good faith in the best interests of the club 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 the club's long-term sustainability is assured.

3. STRUCTURE AND COMPOSITION OF THE BOARD

The *Randwick Golf Club's* Constitution provides for the election of nine (9) Directors made up of a President, Vice President, Treasurer, Captain and five (4) Ordinary Directors. The Directors are elected annually for a two (2) year term of office.

The members of the Board shall hold office until the conclusion of the next Annual General Meeting after that at which they were elected when they shall retire, but subject to Clause 39 (c) of the club's Constitution shall be eligible for re-election.

Board elections are held pursuant to the Club's Constitution and By-Laws.

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 in conjunction with Management, the strategic direction of the Club and monitoring Club management's implementation of that strategy.

The Board:

- Selects and appoints the General Manager and identifies an appropriate succession plan;
- Determines the General Manager's conditions of service, delegates responsibilities and monitors his/her performance against established objectives;
- Approves senior management remuneration policies and practices;
- Monitors financial outcomes and the integrity of reporting, particularly approving annual budgets and longer-term strategic and business plans;
- Sets specific limits of authority for management to commit to new expenditure, enter new contracts or acquire businesses without Board approval;
- Approves acquisitions and disposals of businesses and investments above the delegated limits of authority;
- Considers and where appropriate, approves significant changes of key policies;
- Monitors compliance with legislative requirements and ethical standards and reporting back to members on these issues;
- 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;

- Ensures that the Club conforms with the principles and practices of economic, social and environmental sustainability and best practice wherever possible;
- Ensures that the Club's business is conducted ethically and transparently;
- Oversees strategic risk management; and
- Meets in accordance with the Constitution and By-Laws of the Club and any other relevant legislative requirements.

5. CLUB CONSTITUTION AND BY-LAWS

The Board is governed by the Constitution and By-Laws of *Randwick Golf Club*.

This Charter supports the Constitution of the Club, however, 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 General Manager and Committees

General Manager:

The Board delegates the responsibility for the day-to-day operation and management of the Club's business to the General Manager;

A Director will not interfere with the day-to-day operation and management of *Randwick Golf Club*, and will make all enquiries concerning employees, contractors or the operation of the Club to the General Manager

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 interests of the club and the members as a whole;

The Board will ensure that it retains its independence which may require independent expert advice from time to time and deals with the attendance of management and invited experts at Board meetings;

Board Committees:

The Board, in accordance with the Club Constitution, may form advisory and other Board Committees to assist in carrying out its responsibilities;

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;

The Board will establish Charters setting out matters relevant to the composition, responsibilities and administration of the Committees and other matters that the Board may consider appropriate; and a Committee to which any powers have been delegated must exercise the powers delegated in accordance with the Charter for that Committee, as approved by the Board from time to time.

The Committees currently appointed by the Board are;

- Match
- Greens

7. DIRECTORS' DUTIES

Directors must carry out their duties in compliance with all applicable law including the Registered Clubs Act, the Gaming Machines Act, the Corporations Act, *Randwick Golf Club's* Constitution and By-Laws and all Club policies and procedures.

In discharging his/her duties, each Director must:

- Exercise care and diligence;
- Inform themselves about the subject matter of a decision to the extent they reasonably believe to be appropriate;
- Act in good faith in the best interests of the Club;

- Declare any material personal interest or pecuniary/financial interest they have in the affairs of the Club;
- Not improperly use his/her position or misuse information of the Club;
- Maintain Board confidentiality at all times;
- Commit the time necessary to discharge effectively his/her role as a Director; and
- Engage in ongoing skill development in relation to their role as Director and in accordance with all Legislation and Regulations governing the role of a Club Director.

8. BOARD CONFIDENTIALITY

It is the fundamental right of every Director of *Randwick Golf Club* to be able to speak openly in Board meetings on issues affecting the business of the club without having to consider whether their comments would be repeated outside of the meeting to non-Board members.

Likewise, the deliberations and decisions of the Board on sensitive and confidential matters shall remain confidential, with Section 183 of the Corporations Act (see over) quite explicit about the use of information by Directors and employees of companies.

If debate on key issues affecting a company is stifled because of concerns regarding confidentiality, ultimately the Board (irrespective of the size or stature of the company) can be impeded, ineffective and destabilised.

The requirement of Confidentiality of information by Directors continues even when they no longer hold a position on the Board of Directors.

9. ROLE OF THE PRESIDENT/ CHAIRPERSON

The responsibilities of the President are principally to:

- Lead the Board;
- Chair Board and General Meetings of the Club competently, ethically and transparently and ensure Board effectiveness;
- Ensure that General meetings are conducted efficiently and that members have adequate opportunity to express their views and obtain answers to their queries;
- Liaise with the General Manager to ensure that new Board members are briefed and have access to information on aspects of the Club's operations;
- Facilitating the effective contribution of all Directors;
- Establish the agenda for Board meetings in consultation with the General Manager;
- Be the main point of contact and communication between the Board and the General Manager, ensuring that the Board's views are communicated clearly and accurately;
- Lead the review of the Board's performance and the review of the General Manager's performance, ensuring that the delegated authority of the General Manager and expected key performance criteria for the General Manager are clear;
- Ensure that there is regular and effective evaluation of the Board's performance;
- 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
- Be the media spokesperson for the Board where appropriate and represent the Club's interests.

10. ROLE OF THE GENERAL MANAGER

The General Manager is responsible for the day-to-day management of *Randwick Golf Club* in an efficient and effective manner. The General Manager 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 General Manager includes, but is not limited to:

(i) Golf Course

Ensures the Course Superintendent is operating and maintaining the machinery and equipment efficiently in order to present the golf course in the best condition possible, in accordance with

guidelines set by the Greens Committee and within the agreed budget.

(ii) **Bar Operations**

Ensures the Management Team and all Staff are providing prompt and efficient service for beverages and over the counter sales to Members, non-members and for functions (e.g. weddings, birthday parties etc.) and managing the stock levels and inventories in accordance with club policies and guidelines.

(iii) **Professional Golf Shop**

Ensures the Golf Professional is managing and reporting on Golf Shop in accordance with their agreement and in particular are managing the timesheets, starting sheet, reporting results , maintaining the electric carts and pull carts and generally providing a complete and efficient service to member and non-member players.

(iv) **Catering**

Ensures that the Club's contract caterers are providing an efficient, high quality catering service for functions and café/restaurant to Members and non- members in accordance with its contract with the Club.

(v) **Administration**

Ensure administration staff manage the back-office duties in a professional and timely manner and in particular handle members queries and complaints promptly, manage prizes for competitions, the club premises are clean, tidy and secure.

(vi) **Finance**

Manage and control the clubs cash flow by collecting and maintaining security of all monies receivable and by paying all bills when due including payroll, preparing Management Accounts including Profit & Loss and Balance Sheet on a monthly basis and preparing the annual Budget and Annual Report in accordance with KPI's and, ensures all government reports and returns are on time (i.e., PAYE tax & BAS) and liaising with the club's bankers.

(vii) **Internal Meetings & Functions**

Attend committee meetings including Finance, House, Match, Course and Membership and Marketing, Annual General Meeting, Members Forums and all major functions including shows and dinners when required.

(viii) **External Meetings**

Attend and represent the club at meetings as needed with Randwick Council, State and Federal Members of Parliament, the Local Liquor Accord, Suppliers, Golf Associations, Legal advisers, Insurance Brokers and Auditors and others as required.

(ix) **Policies & Procedures**

Ensure all policies and procedures approved by the Board are effectively implemented and reviewed regularly.

(x) **Project Management**

Lead and coordinate specific capital and other projects to ensure they are completed in accordance with the approved plan in good condition, on time and within budget.

(xi) Compliance

Organise Board Meetings, Agendas, Board Papers etc., monitor compliance with the Club Constitution and By Laws, advise the Board on compliance with meeting procedure, prepare minutes of Board meetings, arranging for approval of minutes at the next meeting and entering into the minute book, within one month of the meeting.

11. BOARD ATTENDANCE BY MANAGEMENT

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

However, the General Manager at his/her discretion and in consultation with the Chairperson, may arrange for senior staff members to attend parts of Board meetings where it is determined that there is benefit in relation to his/her providing clarification to the Board and/or Director meetings on any relevant issue.

12. BOARD AND DIRECTOR MEETINGS

Full Board meetings will occur at a frequency no less than determined by the current Constitution of *Randwick Golf Club* 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 and By-Laws of *Randwick Golf Club* or at a frequency determined by the Board which is congruent with any requirement of the Constitution and/or By-Laws.

13. PROFESSIONAL DEVELOPMENT

Prior to and after their election, each Director is to commit to ongoing education and professional skills development as determined by the Board, or applicable law, and is subject to annual review. The Board will have access to resources and training specific to the Club Industry.

14. CLUB CODE OF CONDUCT AND PROTOCOLS

The Board and Directors will be guided at all times by the industry and club Code of Conduct. 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 and confidentially evaluate strategies, ideas and suggestions.

15. DIRECTORS EXPENSES

At the Annual General Meeting held each year the members are asked to approve that;

- i. To receive reimbursement for all reasonable expenses incurred whilst acting in the capacity as a Director of the Club, provided that those expenses are approved by the Board, and where appropriate documentation has been submitted to substantiate such expenses to the limit in a financial year approved by the Members at the AGM.

The Club shall be entitled to budget, allocate and disburse such funds as may be considered reasonable expenses of Directors.

These costs will include reasonable expenses incurred in carrying out Club related business, representing the Club at relevant events and professional development, including but not limited to, club industry conferences, meetings and training, as may be determined by the Board.

All expenditure must be supported by documentary evidence.

All expenditure should be approved, prior to the expenses being incurred, by the Board at a meeting of Directors.

Where time does not allow approval to be obtained in advance the proposed expenses should be approved by the President or Vice President and ratified at the next meeting of Directors.

16. REVIEW OF THE CHARTER

The Board will review this Charter and the Charters of Board Committees annually to ensure they remain consistent with the Board's objectives and responsibilities and relevant standards of corporate governance.

17. PUBLICATION OF THE CHARTER

The updated version of Board Charter to be made available to the members via a Compliance Page on the Club's website.

18. AMENDMENT OF THE CHARTER

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

The General Manager and President are responsible for reviewing this Charter on an annual basis (immediately after the Annual General Meeting) to ensure its continued compliance with legal requirements, corporate governance requirements applicable to the Club, any changes to legislation and if necessary, suggesting amendments to the Charter for consideration by the Board.