



WOOLOOWARE GOLF CLUB - BOARD CHARTER

WGC Board

This Board Charter (Charter) sets out the role, responsibilities, structure and processes of the Board of Woolooware Golf Club (the Club) in accordance with the **Club By-Laws and Constitution**.

BOARD COMPOSITION

The Board is comprised of nine (9) Office Bearers:

President

Vice President

Captain

Vice Captain

Treasurer

General committee (4)

It is normal practice for the President to Chair Board Meetings and in his/her absence, the Vice President. The Board, may, at its discretion, elect any Director to chair the Board as it sees fit, always acting in the best interests of the Club.

ROLE OF THE BOARD

The role of the Board is to provide leadership and strategic guidance for the Club in addition to overseeing management and Committee implementation of the Club's strategic initiatives.

The Board is accountable to the Members for the performance of the Club. In performing its role, the Board aspires to excellence in governance standards.

This requires the Board to work as a team and meet on a regular basis.

The key responsibility of the Board is to determine the strategic objectives of the Club to ensure financial sustainability and the continued development of the Club and golf course as a premier member, public and social facility.

BOARD MEETINGS

The Board will ordinarily meet once a month being the last Thursday of each month. The agenda and meeting papers will be distributed 5 days prior to each meeting and the draft minutes will be circulated within 5 days of each meeting.

The President is responsible for the conduct of all Board meetings. This includes being satisfied that all agenda items are appropriate and that recommendations fit within the broad strategic direction set by the Board.

A quorum is comprised of 5 Directors.

Whilst it is desired that decisions be made on a unanimous basis, a majority vote may be required to approve a decision or resolution of the Board.

OFFICE BEARERS

The Office Bearers, who are elected by Members at the Annual General Meeting, whose roles are described below, may meet regularly and separately to the Board to discuss matters of importance to WGC recognising that all strategic decisions require Board approval and operational decisions must be in line with delegations.

All Directors should comply with the following core principles of conduct:-

- Act with fairness and integrity
- Exercise due care , diligence and skill
- Demonstrate respect for fellow Directors, Management and staff by acting in a professional and courteous manner at all times
- In conjunction with Management, aim to provide an environment which promotes positive working relationships for all stakeholders
- Acknowledge and act in accordance with the responsibilities of a director
- Directors direct and Managers manage;
- Directors should minimise any interference with the normal management of the Club and any approaches to Management outside of normal Board business must be cleared with the General Manager in advance;
- all issues raised by Members with Directors should be referred to the General Manager for response;
- discharging responsibilities in good faith and honesty, in the best interests of the Club and not any specific group of Members;
- acting with required care and diligence and applying commercial reasonableness;
- working with club management to ensure that the Club is operating efficiently, effectively and legally towards its goals;
- undertaking diligent analysis of all proposals placed before them;
- being independent in judgement and action and taking reasonable steps to be satisfied as to the soundness of all decisions taken by the Board;

- using the powers of office for proper purpose, in the best interests of the Club;
- avoiding conflicts of interest and not allowing personal interests,
- ensuring that no conduct is likely to bring discredit upon the Club;
- serving on Board Committees as required;

All Directors are ex-officio members of all Board Committees and may attend any Committee meeting on which he/she does not ordinarily sit.

BOARD VACANCIES

The Board is responsible for appointing Directors to fill casual vacancies on the Club's Board.

ROLE AND DELEGATION TO MANAGEMENT

The General Manager, with the Board, is responsible for the development of strategic objectives for the Club and the achievement of the planned results for the Club.

The General Manager is responsible for delivering operational and financial performance in line with the annual business plan.

Management of the Club's operations is undertaken by the General Manager, subject to specified delegations of authority approved by the Board.

Any matters or transactions outside the delegations of authority must be referred to the Board for approval.

The General Manager is responsible for implementing any policies or procedures as directed by the Board of Directors.

COMPANY SECRETARY

Ordinarily, the General Manager shall be qualified to, and serve as, the Company Secretary.

The Company Secretary is responsible for the co-ordination of all Board business, including agendas, board papers, minutes, communication with regulatory bodies and all statutory and other filings.

All Directors shall have direct access to the General Manager.

BOARD COMMITTEES

The Board recognises that there are times when a Sub-Committee can act more effectively than can the full Board.

The standing Board Sub-Committees are (in alphabetical order):

1. a) Course Management Committee.
2. b) Finance Committee.
3. c) Match & Handicap Committee.
4. d) House Committee.

Each Committee shall be chaired by a Director of the Club. The appointment of Committee and members will be made and approved by the Board with particular reference to securing the appropriate skills and expertise required to make the functioning of each Committee as efficient and effective as possible.

Each Committee will establish its terms of reference in accordance which will be approved by the Board.

Whilst the Board meets monthly any sub committees are able to meet to discuss items or proposals to be added to the agenda for the next board meeting.

PRINCIPILES FOR SUB COMMITTEES

Board committees are established to do the Board's work, not management's work.

Whilst management might be involved at Committee level, its role is to advise and assist the committee and not bring its work for the committee unless approved by the committee.

Committees may and shall be encouraged to co-opt Club Members from time to time in order to bring additional skills, experience and networks.

All Committees shall review their terms of reference annually including their membership and report their results to the Board.

Unless explicitly empowered by the Board, Committees cannot make binding decisions.

For the most part the function of Committees is to solve problems for and/or make recommendations to the Board who has the ultimate on which to make decisions or policy.

All Committee recommendations seeking approval will require 50% 1 member support.

AD HOC COMMITTEES

The Board may establish ad hoc Board Committees from time to time to consider matters of special importance or to exercise the delegated authority of the Board.

The Board will determine the membership and composition of ad hoc Board Committees, having regard to workload, skills and experience, and any regulatory requirements.

All ad hoc committees are automatically disbanded once they have completed their work and have reported finally to the Board.

Board members are expected to observe the highest standards of ethical behaviour as set out in The Code of Business Conduct and Ethics for Directors.

The Board supports and encourages policies within the Club which require Directors and employees to observe high standards of personal integrity and display honesty in their dealings.

Review

This Board Charter will be reviewed every three (3) years with the next review scheduled to take place in January 2023 or when deemed necessary by the Board.

Before each Annual General Meeting, the Terms of Reference for each Board Committee will be reviewed, amended as required and documented.

COURSE MANAGEMENT COMMITTEE

Purpose

The purpose of the Course Committee is to provide support and direction to the

Course Superintendent so that the golf course can be maintained in as prime condition as possible, given seasonal variations. The Course Committee also aims to ensure that the golf course is challenging for a wide variety of golfing abilities whilst maintaining a safe environment for Members, the public, social clubs, guests and staff.

Responsibilities

- To work closely with the Superintendent in both short term and long term maintenance plans for all areas of the golf course, including but not limited to tees, fairways, greens, bunkers, rough and vegetation.
- To annually review the budget for the golf course to ensure that the golf course can be maintained to the required high standard and that major works are adequately planned for
- To ensure that planned works for the golf course meet the requirements of the Course
- **On an annual basis to review the ongoing five year (5) plan of the Course in order to properly outline major works for the coming year. In conjunction with the 5 year plan a 3 month and 1 year plan be put in place and be continually reviewed.**
- To ensure that members are properly informed of both short term (day to day) and major works to be carried out on the golf course
- To deliver the goals set out by the Strategic Plan and to constantly review the progress being made towards achieving those goals
- **To work closely with the Director of Golf in matters relating to the course .**

Meetings

- Any member of the committee can call a meeting outside of the board meeting to discuss any items that arise and have it tabled at the next board meeting.

Reporting

- The chair of the Course Committee will report to the monthly Board meeting.

Review

- Terms of Reference are to be reviewed every 12 months prior to the AGM.

FINANCE COMMITTEE

Purpose

The purpose of the Finance Committee is to provide detailed oversight into the Club's current and future financial position.

Responsibilities

- Ensure the Club has appropriate financial policies, goals and budgets to ensure it can meet its financial obligations and provide funds for the continued development of the course and club facilities;
- Implement an internal control framework to safeguard the Club's assets and protect the Club's staff;
- Monitor the current and forecast financial performance of the Club and recommending actions to achieve the Club's financial goals;
- Provide timely, accurate and meaningful financial information to the Board in order to make informed decisions ;
- Recommend communications to members to ensure they remain informed about the Club's financial position;
- Actively monitor the Club's financial risks and developing appropriate actions to manage them;
- Review and make recommendations on capital expenditure proposals to ensure they fit within the Club's budgets and funding capacities;
- Review and update long term financial forecasts and assist the Board to develop strategies to achieve long term financial security;
- Support the Club's management and staff through the sharing of skills, knowledge, and experience.

Meetings

– Any member of the committee can call a meeting outside of the board meeting to discuss any items that arise and have it tabled at the next board meeting.

Reporting

– The General Manager will have monthly and year to date financial reports for the Golf Club and Course Management available 5 days prior to the finance meeting for review for all Board members. These reports will be presented to the Board meeting for formal approval.

Review

- Terms of Reference are to be reviewed every 12 months prior to the AGM.

MATCH & HANDICAP COMMITTEE

Purpose

- The purpose of the M&H Committee is to ensure that golf is played with integrity and fairness and ensure a pleasant playing experience for all golfers of all ages and skill levels.

Responsibilities

- Provide support to the Director of Golf when assistance is required.
- Identify areas to improve traditional events to increase member participation in competitions
- Confirm prizes and post prizes to member accounts.
- Confirm sponsors for upcoming events.
- Assist with the management of inter-club competitions.
- Organize the Woollooware Cup.
- Complete spreadsheets for the annual fixture book.
- Assist members with rules decisions on the day of the competition.
- Monthly review calendar of golf events
- Maintain and elevate the junior program in conjunction with Director of Golf and Junior Development Manager
- Approve Management and budget of Club Pennant Teams
- Manage and select inter-club competition days
- Instigate an education program including care of course, golf etiquette and rules for new and junior members
- Induction of new golfing members
- Ensure golf competitions are run in accordance with Golf NSW rules and regulations

Meetings

-Any member may call a meeting outside of the Board Meeting to discuss any items that may arise and have it tabled at the next board meeting.

Reporting

- The Chair will report to the Board at each Board meeting.

Review

Terms of Reference are to be reviewed every year prior to the AGM.

HOUSE COMMITTEE

Purpose

The purpose of the House Committee is to provide support and direction to the General Manager with regard to the maintenance, safety and duty of care issues in respect of the clubhouse/pro-shop building and carpark. The House Committee works to ensure that these facilities are functional, safe, and aesthetically pleasing.

Matters relating to major upgrade or clubhouse extensions as directed by the Board will be managed through the House Committee.

Any significant maintenance costs shall be referred to the Board for approval of all stages of expense.

Responsibilities

- Monitor the condition of all services such as electrical, fire services, plumbing and air-conditioning by ensuring inspections by qualified persons are performed as required and all issues raised through those inspections are documented.
- Monitor the condition of general building works such as carpets, paint, doors etc.
- Gather information from staff, members and others to identify items which require attention. These items may relate to safety issues or general wear and tear items.
- Maintain a works schedule with priority and budget notations
- On an annual basis to review the ongoing five year (5) plan of the Clubhouse and Carparks in order to properly outline works for the coming year. In conjunction with the 5 year plan a 3 month and 1 year plan be put in place and be continually reviewed.
- Work closely with the General Manager in matters relating to the clubhouse .

Meetings

- Any member of the committee can call a meeting outside of the board meeting to discuss any items that arise and have it tabled at the next board meeting.

Reporting

- The chair of the House Committee will report to the monthly Board meeting.

Review

- Terms of Reference are to be reviewed every 12 months prior to the AGM.

The Woollooware Golf Club Board Charter was adopted at the Board of Directors meeting held 26th May 2022- Minute : 28/22.

John McMahon
General Manager