

WOOLOOWARE GOLF CLUB - BOARD CHARTER MARCH 2026

WGC Board

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

BOARD COMPOSITION

The Board is comprised of nine (9) Directors / Office Bearers, in order of seniority:

President; Vice President; Captain; Vice Captain; Treasurer; Ordinary Directors / Office Bearers (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.

Additionally, the Board is charged with management of the Course as a premier public community, member 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 for Board meetings 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.

- **All Board members must actively support all Board decisions / resolutions, once made by the Board.**
- Board members may record their dissent to any decision / resolution in the Board minutes.

DIRECTORS / OFFICE BEARERS

The Directors 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 W.G.C. recognising that all strategic decisions require Board approval and operational decisions must be in line with delegated authority.

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

- 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.
- Act with fairness and integrity.
- Exercise due care, diligence and skill.
- Demonstrate respect for fellow Directors, Management and staff by always acting in a professional and courteous manner.
- 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 operational 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 operates 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 to dictate conduct or voting on Board decisions.
- 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, if the Board feels the need to do so.

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/GENERAL MANAGER

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 SUB-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. Communications Committee
2. Course Management Committee.
3. Finance Committee.
4. House Committee.
5. Legacy Committee
6. Match Committee including Junior Development & Retention
7. Membership Committee.
8. Remuneration Committee.
9. Women's Committee.

Each Committee shall be normally 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 can 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 to the committee unless approved by the committee.

Committees may and shall be encouraged to co-opt Club Members from time to time 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. The Board has final approval in making decisions or creating policy.

MEETINGS

Sub-Committee meetings shall be held monthly as set out in the annual schedule of meetings.

Any member of a Sub-Committee may call a meeting outside of the normal Sub-Committee meeting to discuss any items that arise and have it tabled at the next Sub-Committee meeting.

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

REPORTING

The chair (or nominee) of each Sub-Committee will report at the monthly Board meeting.

The chair of each Sub-Committee will ensure that minutes of the Sub-Committee meetings are sent to the Board in a timely manner.

REVIEW

The Purpose & Responsibilities of each Sub-Committee are to be reviewed every 12 months and submitted for Board approval.

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

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

COMMUNICATIONS COMMITTEE

PURPOSE

To ensure all members are kept informed on both golf and club events in a timely manner. Provide a detailed oversight of all general communications to all member categories and golfers, to ensure that all information distributed and displayed is timely, accessible & that information in each case is relevant to each group or all stakeholders, as needed.

RESPONSIBILITIES

- Liaise with both Director of Golf and Pro shop Retail & Communications Manager to ensure members are provided with regular and relevant communications
- Monitor the WGC Website to ensure it is kept updated with golf, club events and results
- Monitor social media posts to ensure that messages are clear and appropriate to all members
- Promote achievements via the rolling screen in the Clubhouse
- Liaise with Pub & Co to ensure information to members is kept current and updated.
- Assist with the creation and content of Weekly Club newsletter to include golf achievements, rules and course updates.
- Assist with promoting and reporting on special events through the local newspaper eg. The Leader - for events such as Legacy Day & Charity Days
- Monitor all general / broadcast information vehicles to ensure that the messages are clear and appropriate.
- This includes but not limited to:
 - Facebook (Club, Proshop & any other section that incorporates WGC in its pages)
 - Websites (Club & Proshop)
- Rationalise the communication between all vehicles used to ensure consistency in facts and messaging.
- Assist with the creation and distribution of a Course update on a weekly basis, to appropriate communication vehicles.
- Rationalise the Members web page so that it remains current and ready access for member searches.
- Honour Board results page
- Course info page
- Representative Teams page
- Specific Events page
- Sharkies; Muirfield, other Interclub

COURSE MANAGEMENT COMMITTEE

PURPOSE

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 and the finance available. 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 and all players 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 and the Match Committee in matters relating to the course.

FINANCE COMMITTEE

PURPOSE

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 recommend 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 develop 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.

HOUSE COMMITTEE

PURPOSE

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.

LEGACY COMMITTEE

PURPOSE

To organise and manage fundraising activities in support of Sydney Legacy.

RESPONSIBILITIES

- Co-ordinate all activities associated with fundraising such that it fits in with the other objectives of the Club.
- To arrange a golf event for members and visitors consistent with past such events.
- To arrange prizes for this golf event consistent with past events and current Club prize modules.
- To manage a separate banking account for the fundraising activity.
- To report as required to Tax and ACCC authorities.
- To arrange sponsorship support for Legacy fundraising consistent with and not in conflict with existing WGC sponsorships.

MATCH COMMITTEE

PURPOSE

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
- Arrange and confirm sponsors for annual and upcoming events.
- Assist with the management of inter-club competitions.
- Arrange preparation of the spreadsheets of all golf events for the MiClub fixtures pages.
- Assist members with rules decisions on the day of the competition.
- Monthly review calendar of all golf events
- Maintain and elevate the junior program in conjunction with Director of Golf and Junior Development Manager
- Prepare Management and Budget of Club Pennant Teams, for Finance Committee then Board approval and report budget results prior to the AGM.
- Manage and select teams for representative and inter-club competition days
- Instigate an education program including care of course, golf etiquette and rules for all members and junior members.
- Work with golf Admin to identify slow play, advise members of their need to adhere to the By-Laws and administer penalties, if required.
- Induction of new golfing members
- Ensure golf competitions are run in accordance with Golf NSW rules and regulations.
- Assist the Director of Golf with the review and implementation of competition-related course markings, including Out of Bounds, penalty areas, drop zones, and temporary markings to ensure they are clearly defined, consistent with the club's Local Rules, and compliant with the Rules of Golf.

MEMBERSHIP COMMITTEE

PURPOSE

To establish and review the membership categories offered at Woollooware Golf Club. To ensure that the categories and fees associated with each are appropriate to the marketplace and to the current business model of Woollooware Golf Club.

RESPONSIBILITIES

- To review the marketplace for similar organisations and ensure that Woollooware Golf Club remains relevant and competitive in relation to our overall offerings.
- To work with the General Manager, Director of Golf and the Finance Committee to establish fees for each category of membership.
- To monitor overall membership regarding the correct balance between member golf opportunities and public golf opportunities.
- To monitor overall membership and membership in each category to ensure compliance with the Constitution of Woollooware Golf Club.

REMUNERATION COMMITTEE

Purpose

To ensure wages, salaries and total remuneration packages paid to all employees is competitive with those paid in similar organisations. And that the remuneration is such that we are attracting and retaining employees of sufficiently high calibre.

Responsibilities

- To review the marketplace of similar organisations on a regular basis to ensure that Woollooware Golf Club and Course Management remuneration packages are competitive in the marketplace.
- To monitor the annual employee reviews conducted by management to ensure compliance and best outcomes for the employee and Woollooware Golf Club & Course Management.
- To review the training schedules for all employees and staff with management to ensure compliance with regulations and best industry practices.
- To arrange and monitor annual leave requirements of all employees to satisfy staff needs and those of the Club and Course to maintain quality management levels at all times.

WOMEN'S COMMITTEE

PURPOSE

To manage the activities created for women involved in the Tuesday competitions. Including but not limited to: Golf events, Charity events, Presentation events and other social events.

RESPONSIBILITIES

- Prepare annual schedule of events for Tuesday competitions for Match Committee approval.
- Work with golf Admin to identify slow play, advise members of their need to adhere to the By-Laws and administer penalties, if required.
- Manage and select teams for representative and inter-club competition days and report these to Match Committee.
- Work with Match Committee to instigate an education program including care of course, golf etiquette and rules for all Category 2 members.
- Prepare Management and budget of Club Pennant Teams, for Match Committee and Finance Committee then Board approval and report budget results prior to the AGM.
- Arrange and confirm sponsors for annual and upcoming events.

The Woolooware Golf Club Board Charter was adopted at the Board of Directors meeting held 26th March 2026