

Gisborne and District Bowling Club

BOARD CHARTER

The Gisborne and District Bowling Club's Constitution governs the regulation of meetings and the proceedings of the Board of Directors. This Charter has been developed to:

- summarise and augment the relevant elements of the Constitution;
- provide a clear statement of the roles, responsibilities, processes and operations of the Board; and
- ensure the practices of the Board are consistent with and reflect the Board's commitment to best practice in corporate governance.

1. RESPONSIBILITIES OF THE BOARD

1.1 General

1.1.1 The power and duties of Directors are set out in the Constitution and at law.

1.1.2 The Directors must act in the best interests of Gisborne and District Bowling Club and are to use their best efforts to ensure Gisborne and District Bowling Club is properly managed and constantly improves.

1.2 Specific

To discharge its responsibilities and to facilitate its ongoing oversight of Gisborne and District Bowling Club, the Board has agreed its role which includes, but is not limited to, the following matters.

- **Strategic planning:** Develop a Strategic Plan for Gisborne and District Bowling Club and ensure it is implemented.
- **Business planning:** Develop an annual business plan including operating budgets, capital budgets, performance indicators and approving any subsequent variations.
- **Delegations of authority:** Reviewing, approving and, where appropriate, revising the delegations of authority from the Board to office bearers.
- **Committees:** Overseeing the work of the Board Committees including determining the need for specific Committees, establishing new committees, receiving reports from, reviewing the work of, and considering the recommendations made by each committee.
- **Governance matters:** Attending to corporate governance matters including the identification and nomination of new Directors to fill Board vacancies and to any other matters identified as reserved to the Board.
- **Succession planning:** Ensuring that appropriate plans are in place for the succession of Board members.
- **Risk Management:** Understanding and reviewing the major/significant risks facing Gisborne and District Bowling Club and ensuring their effective management.
- **Reputation:** Being aware of and, where appropriate, reviewing any litigation, actions, transactions and issues, papers and reports to external/third parties which impact on Gisborne and District Bowling Club and may attract adverse public, government, regulatory or other interest.
- **Financial oversight:** Overseeing all aspects of Gisborne and District Bowling Club's financial position.

- **Financial reporting:** Approving the annual financial statements (refer Rule 38 of the Constitution) and the theme and text of Gisborne and District Bowling Club's annual report.
- **Related party transactions:** Reviewing and monitoring all related party transactions.
- **Compliance:** Ensuring that there is compliance with the requirements outlined in the Associations Incorporation Reform Act 2012, Gisborne and District Bowling Club's Constitution and the Crown Land Lease between the Gisborne and District Bowling Club and the Macedon Ranges Shire Council.

2. THE CHAIRMAN

2.1 Appointment

The Board is empowered by the Constitution to appoint from its Directors a Chairman.

At meetings in the absence of the Chairman, the Deputy Chairman will chair the meeting or in the absence of both the Chairman and Deputy Chairman, directors present will elect a Director present to chair the meeting.

2.2 The Role of the Chairman

The role of the Chairman will be to:

- chair Board meetings;
- establish the agenda for and frequency of Board meetings;
- chair meetings of members, including the Annual General Meeting;
- ensure the Board's decisions have been implemented;

3. COMPOSITION AND PERFORMANCE OF THE BOARD

3.1 Size

The Board shall be made of up to nine but not less than seven Directors elected by the members of Gisborne and District Bowling Club as per Rule 17.2 of the Constitution.

3.2 Nomination

The Board has defined and will keep under ongoing review, its skill requirements.

Potential Directors should be nominated for appointment to the Board at an Annual General Meeting or to fill casual vacancies, on the basis of their identified skills, knowledge and experience to meet the needs of the Board at the time their appointment is proposed. The preferred Directors' Skill Mix will be available on the Gisborne and District Bowling Club website.

3.3 Independence

A Director will be considered independent if they have no material relationship to Gisborne and District Bowling Club that may interfere with the exercise of their independence from Gisborne and District Bowling Club.

Examples of such relationships include:

- being a material supplier or customer of Gisborne and District Bowling Club, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- serving on the Board for a period in excess of nine years (period of service commencing from the implementation of this Charter). However an affiliated member shall be eligible to return to the Board following an absence of at least twelve months.

Family ties and cross-Directorships may be relevant in considering interests and relationships which may compromise independence and should be disclosed by Directors of the Board.

The Board will consider and conclude on the independence of its Directors each year. The results of this review (i.e. the independence of individual Directors) will be disclosed in Gisborne and District Bowling Club's annual report.

Also refer to Rule 21 of the Constitution on Directors' Interests.

3.4 Induction

All new Directors appointed to the Board will undertake an induction program co-ordinated by the Chairman.

3.5 Performance Assessment

The Board recognises that regular reviews of its effectiveness and performance are key to the improvement of the governance of Gisborne and District Bowling Club. The Board will review and evaluate its own performance and the performance of its Committees on an annual basis.

3.6 Communication with Stakeholders

The Board will ensure that the Gisborne and District Bowling Club has effective communication with stakeholders which include members; relevant local, state and federal Government bodies; and the community, including via the media.

The full Board is expected to attend Gisborne and District Bowling Club's Annual General Meeting.

3.7 Other

Each Director is:

- bound by Gisborne and District Bowling Club's Code of Conduct; and
- required to comply with terms and conditions of any arrangements specifically involving them, for example Director's indemnity insurance.

The Board will appoint from its Directors a Deputy Chairman, a Secretary and a Treasurer.

4. BOARD COMMITTEES

The Board may from time to time establish appropriate Committees to assist it in the discharge of its responsibilities. The Board shall appoint all Committee members.

The Board has established the following Committees:

- Bowls Committee
- Finance Committee
- Functions & Marketing Committee

Committees will provide a report, including any recommendations, to each Board meeting. Membership of Board Committees will be based on the needs of Gisborne and District Bowling Club, relevant legislative and other requirements, and the skills and experience of the individual Directors.

The Chairman can be an ex-officio member of any committee. There is a standing invitation for other Directors to attend Committee meetings.

The role, function, performance and membership of each Committee will be reviewed on an annual basis as part of the Board's performance assessment.

5. MEETINGS

Board meetings are held on a regular basis, as determined annually in advance by the Board. The agenda for each meeting is dictated by the needs of Gisborne and District Bowling Club and the matters set out in the annual agenda for attention at a particular meeting. This does not preclude the Chairman or the Board convening such additional meetings as may be needed to permit special circumstances.

The Board and Board Committees may hold meetings at two or more venues using any technology (for example: teleconferencing) that gives all members of the Board or the relevant Board Committee a reasonable opportunity to participate in the meeting. However, the personal attendance of Board members at meetings is preferred.

5.1 Declaration of Interests

Directors are required to take all reasonable steps to avoid an actual, potential or perceived conflict of interest with Gisborne and District Bowling Club's interests. Refer to Paragraph 3.3 of this Charter on Independence.

Directors must comply with the requirements of the Association's Incorporation Act, Corporations Act and the Code of Conduct – Conflicts of Interest with respect to the disclosure of actual, potential or perceived conflicts of interest.

5.2 Quorum

Five directors shall constitute a quorum for the transaction of business of a meeting of the Board as per Rule 20.3 of the Constitution.

No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to the same place and at the same hour of the same day in the following week, or any date, time, and place determined by the Chairman.

A quorum must be present at all times during the meeting.

6. ADVICE TO DIRECTORS

External advice may be sought by a Director under the terms of the Director's Indemnity, Insurance.

7. PUBLICATION OF THE BOARD CHARTER, COMMITTEE CHARTERS, AND CODE OF CONDUCT

The Board Charter, various committee charters, and the Code of Conduct will be available to each Director and stakeholders. Copies will be available on the Gisborne and District Bowling Club website.

8. REVIEW OF THE BOARD CHARTER

The Board will review this Charter and the Charters of its Committees annually and make any necessary or desirable amendments to ensure they remain consistent with the Board's objectives, current law and best practice.

9. INCONSISTENCY WITH CONSTITUTION

To the extent that there is any inconsistency between the Charter and the Constitution, the Constitution will prevail.