



t/a Murwillumbah Services Club

Board Charter

1. Purpose

The operations and activities of the Murwillumbah Services Memorial Club Ltd (the Club) are managed under the direction of the Board of Directors, in the best interests of its members.

The Board is responsible for the business and affairs of the Club, except for matters reserved for members in general meeting.

The Board is responsible to members for the direction and performance of the Club.

The Board is governed by all applicable law, the Club Constitution, and also the *Club Code of Practice* and *Best Practice Guidelines* as published by ClubsNSW and from time to time revised.

The purpose of this Charter is to provide a prescriptive framework for the Club Board to deliver best practice standards of corporate governance in the execution of the responsibilities reserved for the Board.

This Board Charter sets out the Board's terms of reference and provides an explanation of the Board's approach to the following key corporate governance matters:

- Our values;
- Overview of the Board's responsibilities;
- Board structure and composition;
- Roles and responsibilities;
- Relationship between the Board and Management;
- Powers retained by the Board; and
- Board meeting procedures.

2. Our Values

The Club's Vision: We will provide a venue for our members and guests that provides outstanding customer service, value for money and is clean and safe.

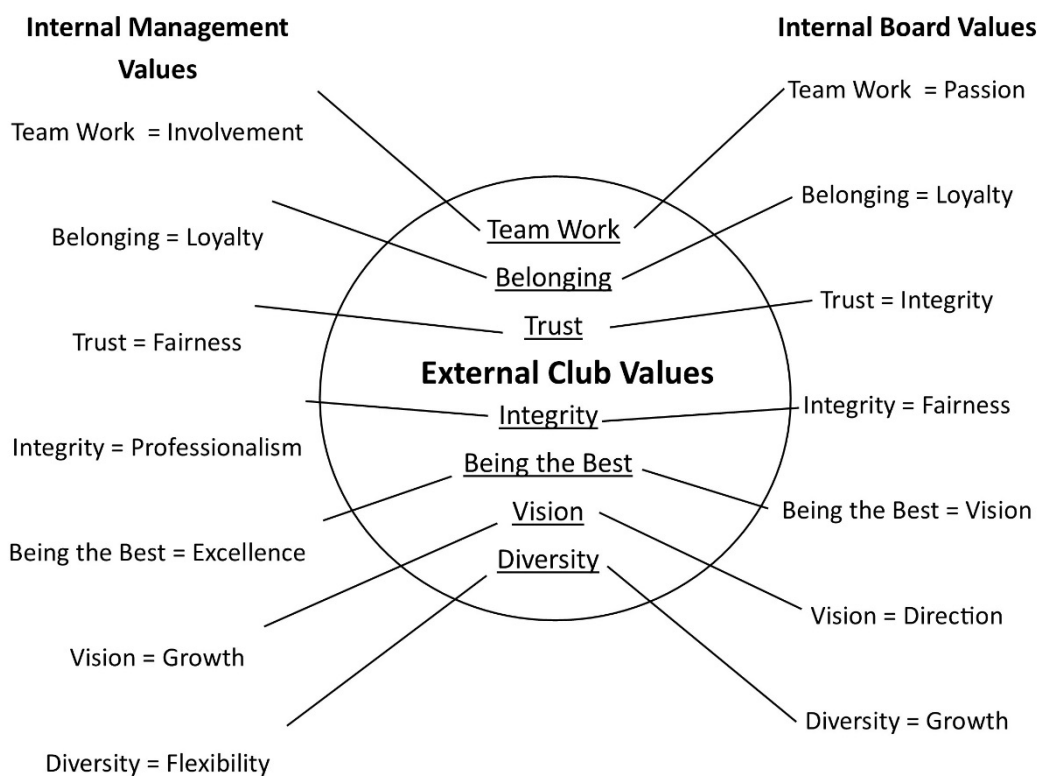
In order to make a positive contribution to our community:

- We will support the Active & Ex-Service Community;
- We will support Junior Sport;
- We will support Not for Profit Groups with similar objects; and
- We will support our community during natural disasters.

To our people (staff), we will provide employment that is safe, secure, challenging and rewarding.

Our Mission: To be the leading hospitality venue in Murwillumbah for our members, employees and our community.

The Values of the Club are shown in the diagram below:



The three key stakeholder groups that are front and centre of all decisions and strategic thinking are:

- Members
- Community
- Employees

The Board will:

- Treat people fairly, respecting their views and valuing their contributions;
- Accept, embrace and promote diversity and inclusivity;
- Encourage our Directors to be creative, take initiative, show leadership and reach their potential;
- Take responsibility for our communications, decisions, actions and performance;
and
- Act with integrity in our work and in dealing with others

3. Overview of the Boards Responsibilities

The Board of the Club has primary responsibility to all members for the conduct of all of its affairs and activities. In carrying out its responsibilities, the Board undertakes to serve the interests of its members, employees and the community.

The operations and activities of 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. The Board is accountable to members for the direction and performance of the Club. The Board is governed by all applicable laws, the Club's Constitution ('Constitution') and it takes cognisance of the ClubsNSW Code of Practice and Best Practice Guidelines. Whilst this Charter supports the Constitution, the Constitution takes precedence in the event of any inconsistency.

Each Director of the Club must act in good faith in the best interests of the Club and they must collectively oversee and appraise the strategies, major policies, processes and performance of the Club, using care and diligence to ensure that the Club's long-term sustainability is assured.

In discharging his/her duties, each Director must:

- exercise skill, 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 if a conflict of interest exists on any matter to be considered by the Board and not take part in either the discussion or the decision;
- not improperly use his/her position or misuse of information;

- maintain Board confidentiality at all times;
- commit the time necessary to discharge effectively his/her role as a Director; and
- engage in ongoing skills development in relation to his/her role as a Director.

In the context of the above and without limitations, the Board's key responsibilities are as follows.

The Board

- Selects and appoints the CEO and identifies an appropriate succession plan;
- Determines the CEO's conditions of service, delegates responsibilities and monitors his or her performance against agreed objectives;
- Approves senior management remuneration practices;
- Monitors financial outcomes and the integrity of reporting, in particular 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 business without Board approval;
-
- Approves acquisitions and disposals of businesses and investments above the delegated limits of authority;
- 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 social and environmental sustainability and best practice wherever that is also in the best economic interest of the Club;
- Ensures that the Club's business is conducted ethically and transparently;
- Oversees strategic risk management;
- May invite, engage and hear any expert, and consider their advice before making decisions;
- Must consider the needs of the wider Murwillumbah Community in making every decision; and
- Must meet in accordance with the Constitution and by-Laws of the Club and any other legislative requirements.

Directors have the right to seek independent professional advice in furtherance of their duties as Directors, as approved by the Board. This advice is to be made available to each member of the Board.

4. Board Structure and Composition

The Board is to annually review the skills, competencies, experience, characteristics and behaviours (skills) required for the Board as a whole to ensure that the Skills represented on the Board remain relevant. To encourage Board renewal, the Board is to institute succession planning, Director continuing education and training, and individual Director and collective Board performance evaluations, which are to be conducted every eighteen months.

Prior to and after his or her election, each Director is to commit to ongoing education and professional skills development, as approved by the Board and subject to annual review. The Board will have access to resources and training specific to its tasks and responsibilities.

The Board is to conduct an annual review of the performance of the full Board and the CEO, and of each Director every 18 months.

The method of conducting each review and the extent of that review is for the Board to determine.

5. Roles and Responsibilities

The President

The Directors will elect the President of the Board.

The President's principal roles are to provide leadership to the Board and the Club and to ensure that the Board effectively discharges its responsibilities.

The President's main responsibilities are to:

- lead the Board;
- develop an ongoing relationship with, and provide guidance and advice to, the CEO;
- maintain liaison with all stake holders, reporting feedback and insights gained to 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 CEO to ensure that new Directors receive appropriate induction and necessary briefings;
- foster a positive Boardroom dynamic, enabling open and robust debate of key issues;
- ensure that the Board receives the information it requires for informed decision-making;
- facilitate the effective contribution of all Directors;
- take reasonable measures to ensure that, where possible, a quorum is formed for each meeting and for each agenda item;
- develop the annual Board agenda for approval of the Board and establish the agenda for Board meetings in consultation with the CEO;
- be the main point of contact and communication between the Board and the CEO ensuring that the Board's views are communicated clearly and accurately;
- lead the review of the Board's performance and the review of the CEO's performance, ensuring that the delegated authority of the CEO and expected key performance criteria for the CEO are clear; High light this point too (Patsy)
- ensure that there are regular and effective performance evaluations of the Board, Committees and individual Directors; and
- set a standard for Directors in terms of attendance at meetings and prior familiarity with Board papers distributed and issues to be raised.

The President's roles and responsibilities are further detailed in a role description approved by the Board.

Directors

Directors must carry out their duties in compliance with all applicable law, including the *Corporations Act 2001*, the *Registered Clubs Act 1976*, the Constitution of the Club and its by-Laws, the *Club Code of Practice* and *Best Practice Guidelines* as published by ClubsNSW and revised from time to time and all of the Club's policies and procedures. In discharging their duties, each Director must:

- Not interfere with the day to day operation and management of the Club, and is to make any and all enquiries presented to him or her regarding employees, contractors or the operation of the Club only to the Duty Manager or CEO, and never another member of staff;
- Exercise care and diligence, demonstrating commercial reasonableness in all decisions, including considering the benefits of supporting local businesses;
- Act honestly and with good faith at all times in the best interests of the Club and its Members and Community;
- Declare any material personal interest or pecuniary or financial interest they have in the affairs of the Club, and ensure that it is recorded in the Register of Interests maintained by the CEO;
- Maintain Board confidentiality at all times;
- Do your homework – commit the time to do your study, read Board papers in advance of the Board meetings. (add to this statement and discuss how we an improve in this area)
- Engage in ongoing skill development in relation to their education as a Director, and consider looking at the AICD, ClubsNSW and other websites for information and education, as well as mandatory CDI seminars;
- Not make improper use of information gained through their position as Director or otherwise take improper advantage of the position of Director;(Language and statements used with the members)
- Not allow personal interests, or the interests of any close associates, to conflict with the interests of the Board or the Club;
- Make reasonable enquiries to ensure that the Club is operating efficiently, effectively and legally towards achieving its goals; and
- Must not allow the Club to operate while insolvent.

CEO

The CEO is also the Club Secretary (Rule 5). He or she is responsible for the day to day management of the Club in an efficient and effective manner.

The CEO is responsible to the Board for the overall management and performance of the Club in accordance with the strategy, plans and policies approved by the Board to achieve the agreed results.

The CEO is to have a formal employment agreement, reviewed by a third party, describing his or her term of office, duties, rights and responsibilities and entitlements on termination.

In relation to the interaction of the CEO and the Board, his/her role includes, but is not limited to:

- organising Board Meetings, Agendas, Board Papers etc
- monitoring compliance with the Constitution and reporting to the Board
- advising the Board on compliance with meeting procedures and
- is responsible for the presentation of Minutes of Board meetings, arranging approval of Minutes and storage of the Minutes within one month of the meeting.

8. Powers retained by the Board

The Board

The Board is responsible for the overall governance and performance of the Club.

In addition to matters expressly required by law to be approved by the Board, powers specifically reserved by the Board are as follows:

- sets the strategic direction and vision
- evaluates, approves, monitors and establishes priorities for the strategic and financial plans of the Club
- approves the annual budget and monitors financial performance against the budget
- ensures that the financial records of the Club and any affiliated companies are audited annually by an external auditor
- monitors the integrity of management reports to the Board
- approves acquisitions and disposals of assets and investments above the delegated limits of authority
- approves significant changes of key policies
- approves By-laws on processes and procedures consistent with the Constitution
- monitors compliance with legislative requirements
- appoints any such Committees of the Board as may be appropriate to assist in the discharge of its responsibilities and approves and periodically reviews the Charters put forward by those Committees as per Rule 56 of the Clubs constitution

- ensures that there is conformity 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
- meets in accordance with the Constitution and By-Laws of the Club and any other relevant legislative requirements
- selects and appoints the CEO
- identifies appropriate succession plans for both the Board and CEO
- determines the CEO's conditions of service, delegates responsibilities and monitors his/her performance against established objectives: and
- sets specific limits of authority for the CEO to commit to new expenditure, enter new contracts or acquire businesses without Board approval

9. Board Meeting Procedures

The relevant provisions of the Constitution govern meetings and the proceedings of the Board.

Full Board meetings will occur at a frequency determined by the Club's Constitution, which is once each month. Meetings are to be conducted in accordance with the Constitution, standing orders and fair rules of debate.

The following rules apply to meetings:

- Meetings must be chaired by the President, or, in the absence of the President, by the Vice President or another member elected by the members present
- A quorum for a meeting is four (4) Directors present in person or by electronic means
- The Company Secretary must determine the times and places of meetings and must give all Directors reasonable notice of each meeting
- Decisions of the Board are made by resolution approved by a majority of Directors present at a meeting and
- Otherwise, the procedure at meetings is determined by the President.

To assist in planning the Board's calendar, the Board adopts an annual agenda detailing the items to be considered at each Board meeting. The Board meeting schedule is determined

annually in advance by the Board. In certain circumstances, additional unscheduled meetings may be called to deal with urgent business.

The President, working with the CEO, will normally set the agenda for each meeting, although any Director may request the inclusion of specific items on the Board's agenda.

The agenda and supporting papers should be distributed to Directors prior to each meeting in sufficient time to enable Directors to read the papers and properly prepare for the meeting.

Draft minutes of each Board meeting are prepared by the Company Secretary (or their delegate) for review by the President and circulated to all Directors as soon as practicable, but no later than seven working days following the meeting.

The Executive Managers shall attend Board meetings by standing invitation but may be asked to absent themselves at any time, including during in-camera sessions. The Board may invite other persons to Board meetings as it thinks fit.

If a Director has a 'material personal interest' in a matter that is being considered at a meeting, they must not be present for consideration of that matter, unless all other Directors present are satisfied that the interest should not disqualify the Director from being present or voting.

Directors are expected to be fully prepared for each meeting, having carefully reviewed all Board papers distributed in advance of the meeting and by being prepared to participate effectively in Board discussions.

Directors are expected to make every reasonable effort to attend each Board meeting and each meeting of Committees on which they serve. Attendance in person is the preferred option however, participation by teleconference or other electronic means is permitted, if necessary.

Board Sub-Committees

The Board may, in accordance with the Constitution:

A member of the Board who is not a member of the Sub-Committee can attend any meeting as an observer.

Meetings of Sub-Committees formed by the Board shall occur at a frequency determined by the Board.

10. Board Code of Conduct, Approval and Review

The Board and Directors will be guided at all times by the *Club Code of Practice* as published by ClubsNSW and from time to time revised.

Directors are bound by the principle of transparency and must at all times ensure that issues are discussed in open forum where the Board is able to freely evaluate strategies, ideas and suggestions.

The Board must act collegiately: it is a single entity, and its decisions must be publicly supported by every Director.

This Charter has been approved by the Board.

At least annually, the Board will review the contents of this Charter, and those of any Board Committees, to ensure that they remain consistent with the Board's purpose and responsibilities and will make any approved changes.

11. Publication of the Charter

This Charter will be made available to all stake holders upon request and key features may be outlined in the MSC Annual Report and Clubs website.

12. Amendment of the Charter

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

The Board is responsible for reviewing this Charter annually in consultation with the CEO to ensure its continued compliance with legal requirements and corporate governance requirements applicable to MSC and the Club Code of Practice.

14. Review of Performance

The Board will conduct regular reviews of its performance. The method of conducting each " review and the extent of that review is for the Board to determine from time to time, and in conjunction with the Constitution and the ClubsNSW Code of Practice.

15. Directors Annual Affirmation

I confirm that I have received and reviewed this Board Charter document and the Directors Core Responsibilities in my capacity as a currently elected (or appointed) Director of the MSC Board.

I hereby acknowledge the standards and principles contained therein and undertake to uphold the Charter and Directors' Core Responsibilities at all times during the execution of my responsibilities and duties as a member of Murwillumbah Services Memorial Club Ltd Board of Directors.

I declare I do/ do not have a close relative employed by the Club. I understand that if a close relative is employed by the Club, the person's employment is to first be approved by the Board.

Name of relative working with MSC:

Signed:

Date:

Name: