

# Cumberland Country Golf Club Ltd, Board Charter



Cumberland

## 1. PURPOSE OF CHARTER

- 1.1. The Board Charter sets out the role, composition and responsibilities of the Board of Directors (“the Board”) of Cumberland Country Golf Club.

The conduct of the Board is governed by the Constitution of Cumberland Country Golf Club and associated legal bodies and Acts

A number of operational matters relating to the Board such as number of meetings per year, notification of interests, and election of directors are governed by the Constitution and are not reproduced here.

## 2. PURPOSE OF THE BOARD

- 2.1. The Board has two broad purposes, compliance and performance:

### **COMPLIANCE: conform with or exceed all legal requirements**

#### **Legal**

- monitor constitution
- comply with directors’ responsibilities
- comply with laws
- monitor insurance requirements

#### **Accountability**

- monitor financials
- compliance audits

### **PERFORMANCE: assist the club to perform to its best potential**

#### **Strategy and policy**

- approve Vision/mission and ensure it is embedded into the club’s operations
- approve strategic plan and policies and monitor regularly

#### **Accountability**

- overall performance of the club
- board evaluation, succession planning
- report outcomes to stakeholders
- manage GM/CEO

#### **Public Relations**

- represent and participate
- keep members & stakeholders informed
- project a strong and positive image

- promote the vision
- facilitate cohesion
- protect the interests of members & stakeholders
- speak with one voice regarding Board decisions

#### **Risk management**

- Ensure up-to-date and effective risk profile and management strategy
  - monitor critical risks
- 2.2. The Board, while meeting its responsibilities, is mindful of the club's mission and the objects of the club as embodied in its Constitution.

### **3. ROLES AND RESPONSIBILITIES**

- 3.1. The Board has delegated authority for the operations and administration of the club to the General Manager
- 3.2. The functions of the Board are to:
- 3.2.1. Provide effective leadership and collaborate with the Executive management team in:
- articulating the club's values, vision, mission and strategies
  - developing strategic (direction) plans and ordering strategic priorities
  - maintaining open lines of communication and promulgating through the club and with external stakeholders the values, vision, mission and strategies
  - developing and maintaining a club structure to support the achievement of agreed strategic objectives
- 3.2.2. Monitor the performance of the GM against agreed performance indicators
- 3.2.3. Initiate a Board self-evaluation program and follow-up action to deal with issues arising and arrange for directors to attend courses, seminars and participate in development programs as the Board judges appropriate
- 3.2.4. Ensure that all significant systems and procedures are in place for the club to run effectively, efficiently, and meet all legal and contractual requirements
- 3.2.5. Ensure that all significant risks are adequately considered and accounted for by the Executive management team.
- 3.2.6. Ensure that club has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.
- 3.3. The Board has no operational involvement in the conduct of club's business activities and delivery of services. Its role is confined to setting and reviewing policy.

#### **4. BOARD relationship with GM/CEO**

4.1. The roles of the President/Captain and GM are strictly separated.

4.1.1. The GM is responsible for:

- policy direction of the operations of the club
- the efficient and effective operation of the club
- bringing material and other relevant matters to the attention of the Board in an accurate and timely manner

#### **5. BOARD CULTURE**

5.1. The Board actively seeks to have an 'engaged culture' which is characterised by candour and a willingness to challenge, and forward thinking,

##### **5.1.1. Agendas**

- The agendas of the Board limit presentation time and maximise discussion time.

##### **5.1.2. Board Members:**

- are honest yet constructive.
- are ready to ask questions and willing to challenge leadership.
- actively seek out other Board Members' views and contributions.
- spend appropriate time on important issues.

##### **5.1.3. Beliefs**

- "If I don't come prepared, I will be embarrassed."
- "If I don't actively participate, I won't be fulfilling my responsibility."
- "If I can't carry my load, or if I can't agree with what's going on, I should resign."

##### **5.1.4. Values**

- The Board serves the club by actively participating in governance.
- Board members are personally accountable for what goes on at the club.
- the Board is responsible for maintaining the club's stature in the golf industry.
- Board members respect each other.

#### **6. REPORTING**

6.1. Proceedings of all meetings are minuted and signed by the President or the chairman of the meeting.

**7. REVIEW OF CHARTER**

7.1. The Board will review this charter annually to ensure it remains consistent with the Board's objectives and responsibilities.

**8. PUBLICATION OF THE CHARTER**

8.1. A copy of the charter is available at <https://www.cumberlandgolf.com.au/>