

## BOARD CHARTER

### 1. Overview and purpose of the charter

The operations and activities of Paddington RSL and its subsidiaries are managed under the direction of the Board of Directors, in the best interest of the members as a whole.

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

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

The Board is governed by all applicable law, the Club Constitution and the Club Code of Practice and Best Practice Guidelines.

The purpose of this Charter is to set out the functions, responsibilities and key protocols of the Paddington RSL Board and the basis of delegation of its authority to Board committees and members.

### 2. Role of the board

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

Each Director of Paddington RSL will act in good faith in the best interests of Paddington RSL as a whole and collectively oversee and appraise the strategies, major policies, processes and performance of the company using care and diligence to ensure that Paddington RSL long-term sustainability is assured.

### 3. Structure and composition of the board

The Paddington RSL Constitution provides for the election of 7 ordinary directors.

The directors are elected triennially to three year terms of office.

Board elections are held pursuant to clause 50 of the Constitution.

Each Director will hold office until the applicable Annual General Meeting and/or as determined by the Constitution.

### 4. Board responsibilities

The Board is responsible to members for the overall governance and performance of the Club, for determining the strategic direction of the Club and monitoring Club management's implementation of that strategy.

The Board:

- Selects and appoints the General Manager and identifies an appropriate succession plan;
- Determines the General Manager's conditions of service, delegate responsibilities and monitors his/her performance against established objectives;
- Approves senior management remuneration policies and practices;
- Monitors financial outcomes and the integrity of reporting, particularly approving annual budgets and longer-term strategic and business plans;
- Sets specific limits of authority for management to commit to new expenditure, enter new/renew contracts or acquire businesses 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 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; and
- Meets in accordance with the Constitution and By-Laws of the Club and any other relevant legislative requirements.

### 5. Club constitution

The Board is governed by the Constitution of Paddington RSL. This Charter supports the Constitution of Paddington RSL.

The Constitution takes precedence in the event of inconsistency.

### 6. Delegations of authority and committees

To assist in the discharge of its responsibilities, the Board has delegated the following responsibilities to the General Manager and Committees.

General Manager:

- The Board delegates the responsibility for the day to day operation and management of the Club's business to the General Manager;
- A Director will not interfere with the day to day operation and management of Paddington RSL, and will make all enquiries concerning employees, contractors or the operation of the Club to the General Manager;
- Management must report to the Board on a regular basis to maintain accountability and to inform the Board so that it can make its decisions in the best interests of Paddington RSL and the members as a whole;
- Deals with attendance of management and invited experts at Board meetings; and
- The Board will ensure that it retains its independence which may require independent expert advice from time to time.

#### Board Committees:

- The Board, in accordance with the Club Constitution, may form advisory and other Board Committees to assist in carrying out its responsibilities;
- The Board will appoint the members of each Committee, including each Committee Chair who will be responsible for governing the Committee and may allow for external expertise where appropriate;
- The Board will establish Charters setting out matters relevant to the composition, responsibilities and administration of the Committees and other matters that the Board may consider appropriate; and
- A Committee to which any powers have been delegated must exercise the powers delegated in accordance with the Charter for that Committee, as approved by the Board from time to time.

#### 7. Directors' duties

Directors must carry out their duties in compliance with all applicable law including the Corporations Act, Paddington RSL Constitution and By-Laws, the Club Code of Practice and Best Practice Guidelines and all Club policies and procedures. In discharging his/her duties, each Director must:

- Exercise 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 best interest of the Club;
- Declare any material personal interest or pecuniary/financial interest they have in the affairs of the Club;
- Not improperly use his/her position or misuse information of the Club;
- Maintain Board confidentiality at all times;
- Commit the time necessary to discharge effectively his/her role as a Director; and
- Engage in ongoing skill development in relation to their role as Director.

#### 8. Role of the chair

The responsibilities of the Chair are principally to:

- Lead 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 General Manager to ensure that new Board members are briefed and have access to information on aspects of the Club's operations;
- Facilitating the effective contribution of all Directors;
- Establish the agenda for Board meetings in consultation with the General Manager;
- Be the main point of contact and communication between the Board and the General Manager, ensuring that the Board's views are communicated clearly and accurately;
- Lead the review of the Board's performance and the review of the General Manager's performance, ensuring that the delegated authority of the General Manager and expected key performance criteria for the General Manager are clear;
- Ensure that there is regular and effective evaluation of the Board's performance;
- Set a standard for Board members in terms of attendance at meetings and prior familiarity with Board Papers distributed and issues to be raised; and
- Be the media spokesperson for the Board where appropriate and represent the Club's interests.

#### 9. Role of the General Manager

The General Manager is responsible for the day to day management of Paddington RSL in an efficient and effective manner. The General Manager is to have a formal employment agreement describing his/her term of office, duties, rights and responsibilities and entitlements on termination.

The role of the General Manager includes but is not limited to:

- Organising Board Meetings, Agendas, Board Papers etc;
- Monitoring compliance with the Club Constitution and this Charter;
- Advising the Board on compliance with meeting procedure; and
- Preparing minutes of Board meetings, arranging approval of minutes and entering into minute book within one month of the meeting.

#### 10. Board attendance by management

In the interests of ensuring the full accountability and support of the General Manager by the Board, the General Manager (or in his/her absence the Acting General Manager) is, in general, the only member of management who attends Board meetings. However, the General Manager at his/her discretion and in consultation with the Chair, may arrange for senior staff members to attend parts of Board meetings where he/she determines that there is benefit in relation to his/her providing clarification to the Board.

#### 11. Board and director meetings

Full Board meetings will occur at a frequency determined by the current Constitution of Paddington RSL and the Registered Clubs Act, which is generally at least once each month.

Board Meetings are to be conducted in accordance with the Club Constitution, standing orders and fair rules of debate.

Sub-committee meetings will occur at a frequency determined by the current Constitution of Paddington RSL or at a frequency determined by the Board which is congruent with any requirement of the Constitution.

#### 12. Professional development

Prior to and after their election, each Director is to commit to ongoing education and professional skills development as determined by the Board, Clubs NSW or applicable law, and is subject to annual review.

The Board will have access to resources and training specific to the Club Industry as offered by Clubs NSW and other providers.

#### 13. Club Code of Conduct and protocols

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

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

#### 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 Paddington RSL Constitution and Club Code of Practice.

The Chair and/or the Board may elect to be assisted by an external independent agency in undertaking the Review of Performance. The review of the Chair's performance will also be conducted in accordance with this Charter.

#### 15. Review of the charter

The Board will regularly review this Charter and the Charters of Board Committees to ensure they remain consistent with the Board's objectives and responsibilities and relevant standards of corporate governance.

#### 16. Publication of the charter

This Charter will be made available to the Club's members upon request and key features may be outlined in the Paddington RSL Annual Report.

#### 17. 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 General Manager is responsible for reviewing this Charter on an annual basis to ensure its continued compliance with legal requirements, corporate governance requirements applicable to the Club and the Club Code of Practice, and if necessary, suggesting amendments to the Charter for consideration by the Board.