



## Board Committees

### **Board Committees**

The following five standing Committees assist the Board in carrying out its responsibilities:

- Audit & Risk Committee
- Nomination Committee
- Remuneration Committee
- Disciplinary Committee
- Property & Development Committee

Each Committee operates in accordance with a written Charter approved by the Board. The role, Charter, performance and membership of each Committee are reviewed each year by the Chairperson of each Committee and presented to the Board at the last Board Meeting prior to the AGM for approval.

The Board appoints the members of each Committee. In addition to the membership requirements applying to each Committee as set out in its Charter, each Committee member must have the capacity to devote the required time and attention to prepare for, and attend, Committee meetings. Following each Committee meeting, the Board receives minutes from that Committee on its deliberations, conclusions, and recommendations.

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	Audit & Risk Committee	Nomination Committee	Remuneration Committee	Disciplinary Committee	Property & Development Committee
<b>Roles &amp; Responsibilities</b>	<p>The Audit &amp; Risk Committee:</p> <p>Assists the Board in discharging its responsibilities by monitoring &amp; advising on matters relating to financial reporting, risk management, compliance, external audit, internal control, internal audit, corporate governance and matters that may significantly impact the financial condition or affairs of the business.</p> <p>Provides a forum for communication between the Board, management and both the internal and external auditors</p> <p>Provides a conduit to the Board for external advice on audit, risk</p>	<p>The Nomination Committee monitors and advises on:</p> <p>Composition and performance of the Board, including Board diversity</p> <p>Director independence</p> <p>Appointment of the CEO</p> <p>The Committee also exercises the administrative powers delegated to it by the Board</p>	<p>The Remuneration Committee monitors and advises on:</p> <p>Remuneration of the Board, CEO &amp; Executive Management</p> <p>Performance of the CEO &amp; Executive Management</p> <p>Remuneration strategies, practices and disclosures generally</p> <p>Work health and safety</p> <p>Diversity (excluding Board diversity)</p> <p>Management succession, capability and talent development</p> <p>The Committee also exercises the administrative powers</p>	<p>The Committee is responsible for members Disciplinary matters including:</p> <p>Non-compliance with Rule 35 of the Constitution and Disciplinary arrangements for non-compliance</p> <p>The Committee must follow the protocols in Rule 36 (Disciplinary Proceedings) of the Constitution.</p> <p>The Committee must apply the rules of natural justice, should take legal advice when any unusual or problematic situation arises.</p> <p>The Committee must be mindful that Members have the right to take the Club to Court if the Club does not apply the rules of natural justice as amended by the Club's own rules.</p>	<p>The Committee assists the Board in discharging its responsibilities by monitoring and advising on matters relating to:</p> <p>Building strategies &amp; practices generally</p> <p>Selection of consultants &amp; development team</p> <p>Remuneration &amp; contractual terms of Club consultants &amp; development team</p> <p>Building &amp; Development plans &amp; staging</p> <p>Diversification of Club revenues &amp; facilities</p> <p>Reviewing &amp; making recommendations to the Board relating to the overall building strategies, policies &amp; practices of DOOLEYS, including the process for the</p>

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	<p>management and compliance matters.</p> <p>The Committee also exercises the administrative powers delegated to it by the Board.</p>		<p>delegated to it by the Board</p>	<p>The Committee may make final decisions when disciplining a member.</p> <p>The Committee must make decisions that conform with the requirements of:</p> <p>The Registered Clubs Act, including Section 10 (Requirements to be met by Clubs) and Section 30(1) (Rules of Registered Clubs)</p> <p>The Committee also exercises the administrative powers delegated to it by the Board</p>	<p>measurement &amp; assessment of performance</p> <p>Monitoring the effectiveness of DOOLEYS overall building framework in achieving DOOLEYS building strategies</p> <p>Reviewing the recruitment, retention &amp; termination policies &amp; contractual terms for consultant &amp; development team</p> <p>Overseeing the process to set robust performance measures &amp; targets that encourage superior performance, quality &amp; ethical behaviour &amp; embrace risk management processes</p> <p>The Committee also exercise the administrative powers delegated to it by the Board</p>
<b>Composition</b>	<p>Composition requirements include:</p>	<p>Composition requirements include:</p> <p>There must be at least three Directors on the</p>	<p>Composition requirements include:</p> <p>There must be at least three Directors on the</p>	<p>Composition requirements include:</p>	<p>Composition requirements include:</p> <p>There must be at least three Directors on the Committee</p>

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	<p>There must be at least three Directors on the Committee</p> <p>Each member must be financially literate (i.e. able to read and understand financial statements) and have sufficient financial knowledge to allow them to discharge their duties and actively challenge information presented by managements, internal and external auditors</p> <p>At least one member should be a qualified accountant or other finance professional with experience of financial and accounting matters, and</p> <p>The Chairperson must not be the Chairperson of the Board</p>	<p>Committee, including the Chairperson of the Board</p>	<p>Committee, including the Chairperson of the Board, and</p> <p>Each member is expected to be familiar with the legal and regulatory disclosure requirements in relation to remuneration and have adequate knowledge of executive remuneration issues, including executive retention and termination policies, and short term and long-term incentive arrangements</p>	<p>The Board appoints the Disciplinary Committee members</p> <p>The Committee must be comprised of at least three Board members</p>	
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<b>Membership</b>	<p>Michael Renshaw (Chairperson)</p> <p>Anna Ryan</p> <p>Joseph Giovenco</p>	<p>John Munce (Chairperson)</p> <p>Kevin Morgan</p> <p>Chris Cassidy</p> <p>Anna Ryan</p>	<p>Michael Renshaw (Chairperson)</p> <p>John Munce</p> <p>Chris Cassidy</p> <p>Tony Khoury</p>	<p>John Munce (Chairperson)</p> <p>Chris Cassidy</p> <p>Michael Renshaw</p>	<p>Kevin Morgan (Chairperson)</p> <p>John Munce</p> <p>Michael Renshaw</p> <p>Chris Cassidy</p>
<b>Consultation</b>	<p>Other members of the Board may attend Audit &amp; Risk Committee meetings and the Audit &amp; Risk Committee may ask management, the external auditor and others to attend meetings and provide any required advice.</p> <p>The Audit &amp; Risk Committee regularly meets with the internal auditor and the external auditor in the absence of management.</p>	<p>Other members of the Board may attend Nomination Committee meetings.</p> <p>The Nomination Committee can invite other people, including any DOOLEYS employees, to attend all or part of its meetings provided that the person is not present for consideration of any item in which they have a material personal interest.</p>	<p>Other members of the Board may attend Remuneration Committee meetings. The Remuneration Committee may also invite other people, including any DOOLEYS employees, to attend all or part of its meetings provided that the person is not present for consideration of any item in which they have a material personal interest. This ensures that no senior executive is directly involved in deciding their own remuneration.</p>	<p>Other members of the Board may attend the Disciplinary Committee meetings.</p> <p>The Disciplinary Committee has full delegated authority from the Board to fulfil its responsibilities, including:</p> <p>Having access to adequate internal &amp; external resources, including having access to management, employees &amp; information relevant to its responsibilities under this charter, through the Chairperson or the CEO; and</p> <p>Obtaining independent advices (through the CEO or the Chairperson in special cases)</p>	<p>Other members of the Board may attend the Building Committee meetings.</p> <p>The Property &amp; Development Committee has full delegated authority from the Board to fulfil its responsibilities including:</p> <p>Having access to adequate internal &amp; external resources, including having access to management, employees &amp; information relevant to its responsibilities under this charter, through the Chairperson or the CEO; and</p> <p>Obtaining independent advice, at DOOLEYS</p>

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			<p>The Remuneration Committee may obtain external advice from independent remuneration consultants in determining DOOLEYS remuneration practices where considered appropriate.</p>	<p>including engaging &amp; receiving advice &amp; recommendations from appropriate independent experts</p>	<p>expense, including engaging &amp; receiving advice &amp; recommendations from appropriate independent experts</p>
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### **Board and Committee Meeting attendance**

Details regarding the number of Board and Committee meetings held and attended by the Board are reported in the Annual Report.