



Board Committees

Board Committees

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

- Audit Committee
- Nomination Committee
- Remuneration Committee
- Disciplinary Committee
- Property & Development Committee
- Risk 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 Committee	Risk Committee	Nomination Committee	Remuneration Committee	Disciplinary Committee	Property & Development Committee
Roles & Responsibilities	<p>The Audit Committee: Assists the Board in discharging its responsibilities by monitoring & advising on matters relating to financial reporting, external audit, internal control, internal audit, 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 and compliance matters.</p> <p>The Committee also exercises the administrative powers</p>	<p>The Risk Committee is responsible for:</p> <p>In conjunction with the Board, overseeing and reviewing DOOLEYS risk management framework, practices and all relevant policies</p> <p>Assisting the Board in settling DOOLEYS risk appetite</p> <p>Overseeing that the Executive team have identified and assessed all current and future risks to DOOLEYS business and operations</p> <p>Overseeing the implementation, effectiveness and adequacy of DOOLEYS risk management framework</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 & Executive Management</p> <p>Performance of the CEO & 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 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 assists the Board in discharging its responsibilities by monitoring and advising on matters relating to:</p> <p>Building strategies & practices generally</p> <p>Selection of consultants & development team</p> <p>Remuneration & contractual terms of Club consultants & development team</p> <p>Building & Development plans & staging</p> <p>Diversification of Club revenues & facilities</p> <p>Reviewing & making recommendations to the Board relating to the overall building strategies, policies & practices of DOOLEYS,</p>

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	<p>delegated to it by the Board.</p>	<p>Receiving and reviewing reports from the Executive team regarding risk-related issues, corporate governance and compliance matters</p> <p>In conjunction with the Audit Committee consider any internal audit/ control matters</p> <p>The Committee also exercises the administrative powers delegated to it by the Board.</p>		<p>The Committee also exercises the administrative powers delegated to it by the Board</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 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>including the process for the measurement & assessment of performance</p> <p>Monitoring the effectiveness of DOOLEYS overall building framework in achieving DOOLEYS building strategies</p> <p>Reviewing the recruitment, retention & termination policies & contractual terms for consultant & development team</p> <p>Overseeing the process to set robust performance measures & targets that encourage superior performance, quality & ethical behaviour & embrace risk management processes</p>
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Composition	<p>Composition requirements include:</p> <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</p>	<p>Composition requirements include:</p> <p>There must be at least three Directors on the Committee</p> <p>The Chairperson must not be the Chairperson of the Board</p> <p>Each member must have an understanding of risk management practices commensurate with DOOLEYS operations and structure.</p>	<p>Composition requirements include:</p> <p>There must be at least three Directors on the Committee, including the Chairperson of the Board</p>	<p>Composition requirements include:</p> <p>There must be at least three Directors on the 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</p>	<p>Composition requirements include:</p> <p>The Board appoints the Disciplinary Committee members</p> <p>The Committee must be comprised of at least three Board members</p>	<p>Composition requirements include:</p> <p>There must be at least three Directors on the Committee</p>

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	and accounting matters, and The Chairperson must not be the Chairperson of the Board			termination policies, and short term and long-term incentive arrangements		
Membership	Michael Renshaw (Chairperson) Anna Ryan Joseph Giovenco	Anna Ryan (Chairperson) John Munce Kevin Morgan Joseph Giovenco	John Munce (Chairperson) Kevin Morgan Chris Cassidy Anna Ryan	Michael Renshaw (Chairperson) John Munce Chris Cassidy Tony Khoury	John Munce (Chairperson) Chris Cassidy Michael Renshaw	Kevin Morgan (Chairperson) John Munce Michael Renshaw Chris Cassidy
Consultation	Other members of the Board may attend Audit Committee meetings and the Audit Committee may ask management, the external auditor and others to attend meetings and provide any required advice. The Audit Committee regularly meets with the internal auditor and the	Other members of the Board may attend Risk Committee meetings The Risk Committee has full delegated authority from the Board to fulfil its responsibilities and may from time to time meet with any internal and/or external auditor in the absence of management.	Other members of the Board may attend Nomination Committee meetings. 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	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	Other members of the Board may attend the Disciplinary Committee meetings. The Disciplinary Committee has full delegated authority from the Board to fulfil its responsibilities, including:	Other members of the Board may attend the Building Committee meetings. The Property & Development Committee has full delegated authority from the Board to fulfil its responsibilities including:

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	external auditor in the absence of management.	The Risk Committee may obtain independent advice, at DOOLEYS expense, including engaging & receiving advice & recommendations from appropriate independent experts	consideration of any item in which they have a material personal interest.	<p>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>The Remuneration Committee may obtain external advice from independent remuneration consultants in determining DOOLEYS remuneration practices where considered appropriate.</p>	<p>Having access to adequate internal & external resources, including having access to management, employees & 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) including engaging & receiving advice & recommendations from appropriate independent experts</p>	<p>Having access to adequate internal & external resources, including having access to management, employees & information relevant to its responsibilities under this charter, through the Chairperson or the CEO; and</p> <p>Obtaining independent advice, at DOOLEYS expense, including engaging & receiving advice & recommendations from appropriate independent experts</p>
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Board Committees

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.