

# Board Charter

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## **1. STATUS OF THIS DOCUMENT**

This document records the relevant policy agreements, intentions, and aspirations, for the operation of the Board of the Club. Each director, executive or other employee, and member, is required to do their part to ensure that this policy document is observed.

After the requirements of legislation, and the provisions of the Club's Constitution, this document together with the Club's own Director Code of Conduct, are paramount. This Charter has to be read together with that Code of Conduct – always having regard to the requirements of legislation and the requirements of the Club's Constitution.

## **2. OUR VALUES**

The Board in the way it operates, in the things that it considers, and in the decisions that it makes, looks to reflect our values which are as follows.

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- At all times, we uphold Catholic values as our paramount values
- We treat people fairly, respecting their views and valuing their contributions
- We accept, embrace, and promote diversity and inclusivity, consistent with Catholic values
- We encourage people to be creative, take initiative, show leadership, and reach their potential
- We are deeply considerate of, and take responsibility for, the Club's culture and reputation including – in communications, in decisions, in actions and in performance; and actions speak louder than words
- We recognise and take very seriously the social responsibilities of the Club, including – as the provider of a significant and valuable social resource for members, a significant employer, a significant customer of our suppliers, a significant participant in and contributor to our local community, and as a supplier of liquor and gaming
- We support the concept of registered clubs and look to protect the registered clubs movement from adverse interests and changes
- We are not averse to risk, but we are prudent
- We measure success through a range of social and cultural metrics related to our objects, and to better ensuring the longevity of the Club, and not just through financial success
- We act with integrity in our dealings within the Board and with others; and look for the Club to act with integrity in all of the Club's operations.

### 3. DIRECTOR CODE OF CONDUCT

Each director contributes to the proper and effective operation of the Board not least through their personal observance of their legal obligations and of the requirements of the Director Code of Conduct.

The Board as a whole, holds individual directors responsible for that and will quickly call out and act on anything done or omitted by an individual director to the contrary.

The Board keeps the Director Code of Conduct under review and updated according to changing circumstances and best practices.

A director is not a spokesperson for the Club; and should not speak on behalf of the Club except in unusual circumstances where that may have been approved by the Board by resolution.

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#### 4. STRUCTURE OF THE BOARD

The Board is made up of the directors elected or appointed in accordance with the Club's Constitution from time to time.

All directors have equal status and voting rights at Board meetings. The Chairperson and Vice Chairperson have additional roles and responsibilities as recorded in the Club's Constitution, this charter, and the Director Code of Conduct.

Director qualifications and elections are regulated by the Club's Constitution.

The limited scope for the Board to appoint additional directors is also regulated by the Club's Constitution (and legislation).

Whilst the Board has power over Club operations, and hence over elections and related matters, any exercise of that power can be challenged in the courts. There is no scope for the Board to rule on any dispute about election matters, without that being open to challenge.

The Club is a public company and under legislation, the Board does not have the power to remove a director (but they can be removed by resolution of members at a general meeting).

However, acting in good faith in appropriate circumstances, the rest of the Board or the Chairperson may suggest that a director should resign where continuation seems inappropriate or likely to cause embarrassment to the Club.

An individual director may also automatically lose their position under the provisions of the Constitution and legislation that regulate the disqualification of sitting directors. Again, though, any dispute in that regard can be challenged in the courts.

The Board is also in a position to take disciplinary action against an individual director where circumstances warrant, following the requirements of the Club's Constitution. That power is to be used only in good faith for disciplinary purposes and not as a tool just to engineer the removal of a director.

#### 5. INDIVIDUAL DIRECTORS

The successful and proper performance of the Board is entirely dependent on the performance and contributions of the individual directors.

Individual directors are legally bound by the Club's Constitution and they and the Board must operate within that Constitution, subject always to overriding legal obligations.

Directors have their duties under - the common law found in court judgements, numerous pieces of legislation not least the *Corporations Act*, and under documents that have been adopted by the Board itself such as the Director Code of Conduct, charters for Board committees, and Club policies.

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Whilst the individual directors have those duties, almost exclusively the only way that individual directors have power or authority to act, is through Board resolutions.

A Board resolution can only arise through the passing of a resolution in a proper manner at a duly convened Board meeting where a quorum is present, or through a unanimous circulating resolution in writing. A discussion is not a decision – even if it takes place at a Board meeting.

It is only appropriate to deal with something by a circulating resolution in special or urgent circumstances – because a circulating resolution does not allow for the type of discussion and debate at a Board meeting that usually leads to the best, considered decisions.

Either way, the passing of a resolution results in a resolution that ends up in the Board minutes – as to which, see further below.

## 6. ROLE OF THE BOARD

The Board is required to be, and is, the governing body of the Club responsible for the management of the business and affairs of the Club.

The Board is responsible to members, considering the interests of members as a whole and taking account of our values, for seeing that the Club successfully achieves its objects as set out in the Club's Constitution.

The key responsibilities of the Board are to:

- Set the strategic objectives and risk appetite of the Club
- Approve the Club's Strategic Plan and the Club's Codes of Conduct, Business Principles, and similar governance and policy documents
- Appoint the CEO, and
- Oversee the development and monitoring of the management, performance and corporate governance frameworks of the Club.

The Board is the ultimate governance body within the Club. Powers that are always reserved by the Board include the following.

- Things that are part of the role of the Board itself
- Matters within those key responsibility areas of the Board
- Approval of transactions and expenditures, outside delegated authorisations and limits
- Approval of Club commercial initiatives that are major, novel, or potentially sensitive

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- Approval of amalgamations, partnerships, business ventures, and entering into completely new activities or operations
- Engagement, remuneration packages, benefits, or termination, of any direct report of the CEO or similar (including also, in consultation with the CEO, regarding accountabilities and performance measures) – that includes approval for the structure and roles of the direct reporting executive team
- Setting and varying the Club's key operational and compliance policies including not least the Club's Codes of Conduct and Business Principles
- Setting and varying the Club's Strategic Plan
- Setting and varying the Club's annual budget (including capital expenditure budgeting) and any annual corporate plan
- Approval of any material expenditure or the incurring of any material liability, outside approved budgets and budgeted financial positions
- Capital management initiatives outside delegated authorisations and limits
- Matters requiring specific Board approval under legislation, such as under the *Registered Clubs Accountability Code*
- Transactions involving any conflict of interest in connection with a director or employee
- Transactions that might impose specific personal obligations on any director or executive, beyond anything arising under the general law
- Assessing the performance of the CEO and overseeing the performance of the CEO's direct reports
- Approval and authorisation of notices of annual or other member general meetings
- Matters that are the direct responsibility of the Board or individual directors, at law – such as final approval of annual accounts
- The commencement of any litigation or similar, on behalf of the Club
- The conduct or resolution of any litigation or similar, on behalf of the Club, and
- Approaches by the Club to any regulator or authority.

The functions of the Board include:

- Conducting itself according to this Charter

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- Attending to the Board's key responsibilities
- Attending to the Board's reserved powers
- Planning for Board succession alternatives, to encourage the availability of good prospective directors
- Ensuring that the Club operates and conducts itself ethically and transparently, consistent with our values and the Catholic faith and ethos, and always applying a policy of "should we, not just can we"
- Providing strategic direction to the Club by constructive engagement in the development, execution, and modification of the Club's Strategic Plan
- Through the Strategic Plan, determining from time-to-time what emphasis to give to each of the Club's various objects and how best to achieve those objects – both in the short term and in the longer term
- Through the Strategic Plan, continuing to look for ways for the Club to diversify its operations and its sources of revenue
- Appointing the CEO and approving succession plans for the CEO and members of the executive team
- Monitoring the performance of the CEO and approving senior management remuneration policies and practices
- Assessing and monitoring the culture of the Club, with a focus on service and on compliance, with an appropriate approach to assessing and handling risk, and performance – across the membership; across staff; across senior management; and across the Board itself
- Assessing and monitoring the reputation of the Club, with a focus on our values showing through and the Club being well-respected as a good corporate citizen and valued community partner
- Assessing and monitoring the types of operations in which the Club is involved; and the compliance, risk and performance implications that arise
- Reporting to members and ensuring that all regulatory requirements are being met
- As a Board and also through the Chairperson, providing advice and counsel to the CEO and through the CEO, to management, on a periodic and ad hoc basis, adding strategic value
- Ensuring appropriate risk and compliance frameworks and appropriate controls are in place and being actively administered, including through the receipt of "one page", "show me, don't just tell me" reports from appropriate managers and others and through active monitoring

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- Approving policies and codes of conduct governing Club operations and policies addressing risk matters and compliance matters – including the delegation of responsibility and authority for developing, administering, and applying those policies, with active monitoring
- Monitoring the meeting of the Club's objects under the Club's Constitution, and in accordance with the strategic plans and policies in place from time to time
- With the assistance of the CEO and the executive team, monitoring and responding to changes – in the circumstances and expectations of our members, in the circumstances of our premises, in the circumstances of our operations, in the registered club movement, in the expectations of society, and in the expectations of regulators and legislators
- Monitoring financial results and returns on investment
- Ensuring that the Board receives succinct, clear, verifiable, and high-quality reports and information from the CEO and the executive team
- Setting a good example of best behaviour and civil discourse, by the manner in which the Board operates and matters are brought to the Board for discussion, debate and resolution
- Showing courage and conviction in its operations and not shying away from difficult situations or difficult decisions
- Ensuring a respectful maintenance of independence from, and non-interference with, management.

## 7. APPROACH TO GOVERNANCE

The Board will focus on governance and on leaving management to the CEO and the executive team.

The Board's approach to governance reflects the size and scale of the Club, including the fact that the Club (as one of the largest clubs), always looks to have a highly experienced and qualified CEO and a sufficiently large and capable executive team – quite different, say, to a small club or club where members have to take on honorary operational roles.

The Board is conscious of adopting one of three approaches when dealing with any topic, still focusing on governance and on keeping out of management and implementation.

Importantly, none of these approaches is about just ignoring an issue, or "set and forget": they are all active roles but each involving a different mindset appropriate for each particular circumstance and each particular activity.

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When the Board adopts a **watchdog** role, it concentrates on providing total oversight, but no direct involvement in the particular activities. This is still an active role, focused on oversight but is more about maintaining awareness of and making judgements about the success of the CEO and the executive team.

This is the usual role in relation to things such as usual commercial activities or the administration of contracts.

This is appropriate where the Board is satisfied from demonstrations that appropriate systems and policies are in place and that they are robust and reliable and are actively being demonstrated to be effective – not just relying on assurances from management.

This requires the Board to be satisfied that the information being reported includes relevant indicators and other information directly relevant.

This is only appropriate where the directors are able to exercise critical and independent judgement.

When the Board adopts a **trustee** role, it concentrates on behaving like a guardian of assets, focusing on accountability to members and the community.

This is appropriate when looking at handling and using particular actual or expected, tangible or intangible, assets – including not least, "soft" assets like the skills and loyalty of employees and the reputation of the Club.

This is the usual role, for example, when the Club is looking at any major acquisition or divestment; or at employee relations; or at donations or ClubGRANTS.

In this role the Board is focused on ensuring that activities that protect and increase the overall value and standing of the Club.

When the Board adopts a **pilot** role, it takes a more active role in giving directions – although again still leaving day-to-day management and implementation to the CEO and the executive team and, through them, Club staff.

This is appropriate particularly in relation to compliance matters – usually signified by situations where individual directors have a direct personal obligation and exposure to personal consequences. That is not because protecting directors is more important than protecting the Club, rather because that is an indication of matters of paramount importance for the Board to take a pilot role.

This is the usual role in relation to matters such as WH&S, avoidance of sexual harassment, whistleblowing, the avoidance of "wage theft", responsible service of alcohol, responsible conduct of gaming, and compliance with anti-money laundering obligations

In this role, the Board is more active in working with the CEO and through the CEO, with the executive team, to decide on the particular management steps to be taken, with analysis of requirements of options and even more active in detailed

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monitoring – even when there is no evidence of problems, with close scrutiny and evaluation of systems.

This is the most involving and time-consuming for the members of the Board.

There is partly a hierarchy from watchdog through trustee to pilot; and these are overlapping concepts anyway.

However, and this is very important, the Board considers what is most appropriate in each situation. Not least the Board makes sure that it is not always in pilot mode, unnecessarily or even wrongly diminishing the role of the CEO and the executive team.

## **8. CONVENING AND CONDUCT OF BOARD MEETINGS**

Board meetings are convened and conducted according to the specific requirements of the Club's Constitution, which are not repeated here.

The Board sets an annual schedule of ordinary Board meetings in advance each year. Additional meetings are convened whenever necessary in any emergency or other urgent situation.

Board meetings usually take place at the Lidcombe premises of the Club at a time or times to suit the reasonable convenience of a majority of the directors, not unnecessarily inconvenient to any director who works normal business hours. Board meetings are never convened for a time or place with the intention of preventing attendance by a particular director or directors.

Except in emergency situations, the CEO in consultation with the Chairperson is responsible for preparing and distributing a Board Pack and also an agenda, reasonably in advance of any meeting. Individual directors may ask for particular material to be included in a Board Pack or a particular topic to be included in the agenda for a meeting.

The agenda usually lists standing items of business such as declarations of conflicts of interest and also each separate topic proposed or anticipated for discussion. Another standing agenda item at the end of each Board meeting, is an "in-camera" session where the directors are alone to finish their meeting in the absence of the CEO or any other executive.

The agenda together with the Board Pack, is intended to allow directors to properly prepare ahead of a meeting – but is not intended to be a basis for directors to start caucusing ahead of a meeting. Agendas and Board Packs are strictly "Board confidential". This discussion as a Board meeting is not confined to items on the agenda. However, except in cases of urgency, the Board usually does not make final decisions at a meeting except about items that are on the agenda for that meeting.

The CEO in consultation with the Chairperson, ensures that Board Packs are focused and relevant, with only necessary material – keeping in mind that directors

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are expected to read every word of everything that is in a Board Pack, and their time is valuable and not to be wasted.

Reports included in a Board Pack are based on the "one-page report" principle – succinct although not necessarily literally one-page, and still assisting the Board to follow a "show me, don't just tell me" approach to the oversight role of the Board. The Board requires management to speak plainly and directly in reports, about adverse incidents, problems, risks, concerns and uncertainties.

Any correspondence or advice from lawyers that is included in a Board Pack, will usually be marked CONFIDENTIAL LEGAL ADVICE (or something similar). Whether or not marked, the Club claims confidentiality (and the benefit of client lawyer privilege), in all legal advice that is received.

Management will rarely, if ever, present whole draft contract documents or the like, in a Board Pack – because that would burden individual directors with having to read, and fully analyse and consider, the whole of the draft document and become inappropriately involved – beyond just the Board being a watchdog, trustee, or a pilot.

Individual directors are assumed to have properly read and considered everything in a Board Pack so that the related Board meeting, for efficiency, does not unnecessarily rehash what can be read and only deals with exceptions and concerns. Even so, the Board make sure that what appears in Board Packs are given serious consideration and not just taken for granted or rubberstamped.

Whilst directors are expected to make every reasonable effort to make that assumption true, an individual director will say at the meeting if special circumstances or the complexity of an issue mean that they have not properly read or considered particular material in a Board Pack – and ask that that be actively reviewed at the meeting or deferred, with that being noted in the minutes (and see further below).

In a particular case, the CEO or the Chairperson may arrange that a Board Pack has a second part comprising materials that are provided only for reference in case required but without an expectation the directors will consider those in advance. In that case, the section must have a note at the start to that effect; and that note can speak for itself and individual directors and the Board may proceed accordingly.

The CEO ensures that a clean and complete copy of each Board Pack is maintained in the main office of the Club, in the same way and with the same level of security as Board minutes so that it can be read together with the minutes.

The CEO is entitled to the same notice of any Board meeting as a director and entitled to attend – the exception being any Board meeting intended to be held entirely in-camera (that is to say, private only to directors) and any also any in-camera part of any Board meeting. The Board will rarely designate a whole Board meeting as in-camera.

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The Board controls who else is entitled to attend for part or the whole of any meeting.

The Board may require any direct report of the CEO to attend for the part or the whole of any meeting and to address the meeting on any matter relevant to their functions.

Where any meeting of directors intended as a Board meeting is convened, the notice given to directors must refer to that as a proposed Board meeting.

Directors may have other occasions where they meet together, where a Board meeting has not been convened. That may include social occasions or the like, or meetings intended just for general training or discussion purposes, or even accidental gatherings.

None of those count as a Board meeting, unless all directors are participating and resolve otherwise – and even then, no decision taken is effective unless formally resolved (in which case the meeting must also be properly minuted).

## **9. ROLE OF THE CHAIRPERSON**

The Chairperson is appointed by the Board in accordance with the Constitution. The following also applies to the Vice Chairperson when chairing any Board meeting, or otherwise, at the request of the Chairperson, acting in the stead of the Chairperson.

In connection with the Board, the role of the Chairperson is as follows.

- Set an example for the other directors in pursuing the Board's Values and the objectives of the Director Code of Conduct
- Along with the other directors, ensure the Board operates according to this Charter
- Ensure that Board meetings
  - Are organised and conducted in accordance with the Board's Values
  - Address matters with integrity and transparency
  - Provide every opportunity for individual directors to contribute and participate to the maximum extent and as expected by the Director Code of Conduct
- Accept requests from the Board to represent the Club at functions and presentations – and the Chairperson will primarily be the person chosen to represent the Board for those purposes
- Accept requests from the Board to act as a spokesperson for the Club in particular circumstances – noting that the primary spokesman for the Club will usually be the CEO

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- Provide the day-to-day communications link between the Board and the CEO and provide counsel to the CEO; and represent the Board in negotiations with the CEO regarding the engagement and remuneration of the CEO
- Ensure that additional Board meetings are convened promptly and as frequently as appropriate to the circumstances, in any emergency or other urgent situation.

## 10. BOARD (AND COMMITTEE) MINUTES AND RECORDS

The Board ensures that full and proper minutes of Board meetings are kept in compliance with all legal obligations. The same applies to all Board Committees.

The minutes are prepared and maintained, not least to reflect how the Board is following this charter, and adopting the following guidelines.

- As concise as reasonably possible, seldom recording reasons for resolutions.
- Non-emotive and impartial – except where there is a conscious decision to reflect, in a resolution, the view held on behalf of the whole of the Club.
- Without summaries of speeches or arguments.
- Without recording failed motions.
- Without recording a mover or seconder; or voting (applying the board unity doctrine).
- Recording abstentions or votes against – if requested by the individual director.
- Starting with an acknowledgement of the particular Board Pack, if any, circulated for the particular meeting; and recording that the entirety of the contents (and the reports included and topics arising), are taken to have been reviewed and considered by the directors present – noting only any particular content that it was appropriate as an exception to discuss (and the approach is to focus on exceptions and concerns arising out of materials and the Board Pack, rather than unnecessarily talking through contents that speak for themselves). Not least, this is to save unnecessary repetition.
- Recording the calling for disclosures of relevant conflicts of interest or other mandatory orders are disclosures, and details of disclosures made.
- Recording where there was discussion of any other agenda item not anticipated by the Board Pack – the fact of discussion, not details - or it is enough to just record any resolution resulting.

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- Recording where there was use of particular reference material in the Board Pack that was marked as being included only for reference.
- Recording where there was discussion of any other topic not on the agenda and not anticipated by the Board Pack – the fact of discussion, not details except for any resolution resulting.
- Not summarising committee reports, just their receipt – and any resolution resulting.
- Recording who came and went, and at what time.
- Where there is a verbal report or the like, by executives or consultants – recording that happened, the topic and the time, but without detail or summary.
- Not stating any legal advice received – to avoid losing the right of confidentiality if the minutes have to be produced in court or to a regulator: but where thought appropriate, a resolution may note that it is being made after taking and considering legal advice (without stating what the advice was).
- Not creating an action list, as such – this should be maintained separately by management or individual directors: but where appropriate resolution may be adopted that requires some particular action such as a report all requiring that some non-routine item be on the agenda for the next meeting.
- Taking care because although minutes are likely confidential to the Board, they can end up being produced in court or to a regulator.
- Great care is taken in any potentially sensitive situation, to avoid recording anything that might be an unintended admission of liability or guilt; or an ambiguous statement or conclusion about anything where there might be a legal exposure or a possible insurance claim.
- Any decision taken during an in-camera session of the Board, must still be minuted. Where sensitive, separate minutes are prepared and signed off under the direction of the Chairperson, which are confidential exclusively to the directors.

Any such confidential minutes must be stored as the Chairperson directs, as part of the Club records under security arrangements so that they are accessible only by the current directors – through password arrangements. The Chairperson is authorised to deal directly with club staff and consultants to make those arrangements. Access is passed on, from Board to Board, following elections.

- Where a resolution arises because of some important consideration that is not already apparent from the Board Pack, the resolution is proposed and recorded with a note to that effect. Not least, there is no record that a resolution follows

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on some report or recommendation in the Board Pack – because that is self-evident.

- Importantly also, reasons and considerations recorded in a resolution are a statement of the reasons and considerations that the Board, by vote, decides to be relevant.
- Individual reasoning, and considerations taken into account by particular directors, are not relevant and are not recorded – unless they make their way into the wording of the resolution that is adopted by vote.

Minutes are the prime responsibility of the chair of the meeting (or the next chair, if not signed before the next meeting). Whilst the chair may consult with the CEO or other directors as draft minutes are being settled, the settling of the minutes is not a matter for negotiation after the meeting.

If a director feels that minutes that end up being signed are incorrect or inadequate then the appropriate action is to raise that at the next meeting – in that case, the director may persuade the Board to pass a further resolution noting any correction or amplification. A director is entitled to insist that the minutes of the next meeting record any error perceived by that individual director in the minutes of the previous meeting – even if that is not the view of the majority.

The CEO is responsible, with the assistance of the Executive Assistant to the Board, for also similarly keeping a full reference set of all documents referenced in Board resolutions – such as Codes, Charters, policies and other framework documents. Those Corporate Reference Records must be kept along with sufficient records to show their currency and date of approval. At the time of creating the reference record of any such document, the document itself may be completed by adding the currency and approval date details and the like.

Those Corporate Reference Records may also include the reference version of other similar documents, even though not directly referenced in Board resolutions – but that must be made clear in the way that the particular document is worded or stored.

## 11. DELEGATIONS AND AUTHORISATIONS

The Board ensures that any delegation of a power or responsibility, or authorisation to represent the Club or take any action on the part of the Club, is clearly set out in or through one or more properly minuted resolutions and approved framework documents or the like – including appropriate limits in scope and time.

Usually and except where reasonably self-evident, each such resolution is proposed with sufficient details included in the wording of the resolution itself to record and reflect that the appropriate matters have been duly considered by directors as they meet their legal obligations and the requirements of the Director Code of Conduct.

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The Board can revoke or amend any delegation or authorisation at any time.

The Board relies on minutes and resolutions and, to the extent applicable, materials in relevant Board Packs and reference framework documents or the like, as sufficient evidence of a particular delegation or authorisation.

Where there is a delegation or authorisation to an individual director, the individual director is responsible for informing themselves of the relevant details from those materials.

Where there is a delegation or authorisation to the CEO, the Board is responsible for ensuring the details are communicated to the CEO.

Where there is a delegation or authorisation to another executive or employee, the CEO is responsible for ensuring the details are communicated to the delegate or authorised person – usually in writing.

The Board carefully considers any intended delegation or authorisation to an individual director, to avoid inappropriate involvement in operational matters that are appropriately the responsibility of the CEO or other executives or employees.

## **12. COMMITTEES**

The Board establishes, controls and can disband committees, and takes reports from committees, in accordance with the relevant provisions in the Constitution and the powers conferred on the Board.

Board committees operate in accordance with the relevant provisions of the Constitution, any relevant charter or charters specified by the Board, and any other directions or requirements imposed by the Board from time to time.

The Board will consider creating additional specific limited scope committees particularly for specific projects likely to require urgent Board decisions between scheduled Board meetings or to handle Board business under delegated authority where full Board meetings may be impractical such as due to the absence of a director or director being in a position of conflict of interest. However, that is only done where the other directors are acting in good faith, there is no reasonable and practicable alternative, and there is no suggestion of excluding a director only to disenfranchise that director.

## **13. WORKING WITH THE CEO**

The CEO is responsible for supporting and helping to enable the Board to carry out the Board's role.

The CEO is also responsible for managing the executive team; and themselves, and through their team, responsible for the efficient and effective management, and the legally compliant conduct, of the operations and affairs of the Club, reporting to the Board, subject to the directions and oversight of the Board, and accountable to the Board.

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The CEO is also primarily responsible for all of the corporate compliance responsibilities of the Club. Not least, the CEO is also appointed as the company secretary of the Club for the purposes of the corporations legislation; and the public officer of the Club for the purposes of taxation legislation.

The CEO is also the primary spokesperson for the Club, but must do so taking full account of Board decisions and without being misleading or deceptive, and subject to any specific directions or constraints that the Board chooses to impose from time to time.

Individual directors have their oversight of the CEO and of Club operations, through the Board.

The CEO reports directly to the Board through the Chairperson.

The CEO must be alert to immediately drawing the attention of the Chairperson (or other directors, in the absence of the Chairperson), to any development that might require an urgent or emergency Board meeting.

It is fundamental that the CEO follows a "no surprises" approach in reporting to the Chairperson and the Board.

However, that is about Board not being surprised in connection with something that would otherwise appropriately be a matter for the Board to be involved with or concerned about, in the first place. This is not about any expectation that the CEO will keep the Board aware of the myriad operational developments from day-to-day, which are not something for the Board to be involved with.

Also, it is fundamental to the proper operation of the Board that the CEO must supply the Board with information (usually through Board Packs), in a form, with timing and of a quality and nature that enables the Board to discharge its role and duties effectively. In doing so the CEO, though, must follow the "one-page report" and "show, not just tell", approaches – to ensure that all, but only, relevant information is provided and often on only an exceptions basis.

Not least, the CEO immediately advises the Board through the Chairperson, of any material threat of litigation in connection with the Club, and of any material contact with any regulator or authority where there might be a suggestion of something adverse to the Club.

#### **14. EXECUTIVE ASSISTANT TO THE BOARD**

Under the oversight of the Board, the CEO appoints an Executive Assistant to the Board (who may also be the Executive Assistant to the CEO).

The Executive Assistant to the Board supports and reports to the CEO, in relation to operational matters and matters delegated by the CEO.

The Executive Assistant to the Board acts as secretary to the Board and reports and provides assistance to the Board through the Chairperson, in relation to immediate Board governance matters such as arrangements around meetings,

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administrative matters in connection with Board Packs and minutes, and liaising where the Board resolves to directly obtain legal advice or similar.

The Executive Assistant to the Board has a similar role in relation to the each Board Committee.

The Executive Assistant to the Board is not there to assist with the private affairs of any director.

## **15. LEGAL ADVICE**

The provisions of the Director Code of Conduct apply in relation to individual directors obtaining their own legal advice at the expense of the Club.

The Board, Chairperson and CEO is quick to give consent to an individual director wishing to take legal advice at the expense of the Club in accordance with the provisions of the Code, where the director appears to be acting in good faith and either the director appears to have a reasonable basis for wanting advice on a personal level or that appears to be an expedient way to obtain legal advice also for the Board.

The Board may also resolve to directly seek legal advice without going through the CEO – although normally the Board obtains legal advice commissioned through the CEO.

## **16. INDUCTION AND TRAINING**

The Board maintains active oversight over the proper and adequate induction of anyone new to the Board and over the training completed or required to be completed by individual directors.

The CEO, in discussion with either or both of the incoming and outgoing Chairperson at any time, arranges for the prompt induction and introduction of anyone new to the Board – to the extent, if any, needed after taking account of mandatory training and previous participation in information sessions.

## **17. SELF-EVALUATION**

Approximately three months after each AGM, the Chairperson has a private discussion with each director both about the director's evaluation of how the Board is functioning and meeting the requirements of this Charter; and also to pass on the Chairperson's views on how the director might better contribute.

The Chairperson provides a report to the next Board meeting after completing those evaluations, without identifying individual directors, and makes recommendations and takes any steps appropriate in light of concerns or potential improvements identified. Individual directors, for their part, consider how they might better contribute in light of matters raised with them.

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