



GOVERNANCE CHARTER

Golf Australia Limited

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GOLF AUSTRALIA LIMITED

GOVERNANCE CHARTER

The business of Golf Australia Limited (**GA**) is managed by or under the direction of the Board. The Directors may exercise all the powers of GA, except any power the *Corporations Act 2001 (Cth)* (**Act**) or the Constitution requires GA to exercise in a general meeting of members. The Board's primary responsibility is to direct the affairs of GA for the betterment of Golf in Australia. The Board must also comply, and ensure compliance, with the Act.

The Board may appoint a Chief Executive Officer (**CEO**) to do all things necessary for the proper management and administration of GA. If appointed, the CEO is accountable to the Board.

The Board may also be supported by committees, which are constituted of persons appointed by the Board. These Committees and any special purpose committees and their members are responsible to the Board.

1. THE BOARD

1.1 Objectives

The objectives of the Board are to determine and to monitor:

- (a) GA's short, medium and long term goals and its strategic direction, with specific reference to the Australian Golf Strategy and in consultation with State Members, the PGA of Australia, WPGA and other key stakeholders in Golf.
- (b) policies governing the operations of GA and the conduct of its Members.
- (c) powers and functions of Board committees and other committees as may be established from time to time; and
- (d) annual progress and performance of GA in meeting its strategic objectives

1.2 Role of the Board

The role of the Board is to:

- (a) review and approve the strategic plan, any business plans and the annual budget.
- (b) appoint and review the performance of the CEO including succession planning for the CEO.
- (c) approve, monitor and be accountable for the financial and non-financial performance of the organisation including setting fees.
- (d) ensure an effective system of internal controls exists and is operating.
- (e) ensure policies on key issues are in place and appropriate and that these can be applied effectively and legally to those participants or persons for whom they are intended.
- (f) ensure financial and non-financial risks are appropriately identified and managed.

- (g) review and approve the Directors' report and Directors' declaration and to ensure adequate and transparent reporting to the Company's members and any relevant authorities.
- (h) ensure GA complies with all relevant laws, codes of conduct and appropriate standards of behaviour.
- (i) provide an avenue for key stakeholder input into the strategic direction of GA;
and
- (j) ensure director, board and Chair performance evaluation and professional development occurs regularly.

The Board should meet with the external auditor annually to discuss the findings of the auditor and any identified issues that may have arisen from the audit.

1.3 Board Skills

Directors shall:

- (a) ensure that the Board as a whole and Directors individually are able to discharge their responsibilities and to take a lead role in the review of Board and Director performance, including any remedial action required.
- (b) shall comply with this Governance Charter.
- (c) be prepared to attend, as far as practicable, special events, meetings, conferences and forums that have effect for GA or its members.
- (d) act in an independent way.
- (e) comply with the selection criteria set out below:
 - (i) have a commitment to the GA objectives, policies, rules and values.
 - (ii) have knowledge of Golf in general.
 - (iii) have a vision for GA.
 - (iv) have a proven ability to impart the vision of GA to Members.
 - (v) have proven organisational skills in either business or community activities.
 - (vi) have a demonstrated ability to understand the wide scope of community issues, attending NFPs.
 - (vii) have management skills, including financial management, and a good knowledge of the Act in the areas of corporate governance and directors' duties and responsibilities.
 - (viii) have a sound career background, which may be as a professional or in the commercial, public or not-for-profit (**NFP**) sectors.
 - (ix) have excellent presentation, communication and advocacy skills.
 - (x) have a sound understanding of strategic planning processes and ability to implement the strategic goals of GA.

- (xi) have a proven ability to engage the Members; and
- (xii) have a proven ability to engage key stakeholders; and
- (f) be an individual Member of GA; and
- (g) commit to the GA objects, policies, rules and values.

Skills for consideration for appointment as an Appointed Director include:

- (a) commitment to the GA objects, policies, rules and values.
- (b) previous experience as a Director of a company.
- (c) demonstrated ability to understand wide scope of community issues, including requirements and objectives of governing/charitable bodies.
- (d) business, commercial, risk management or management, preferably with knowledge of the Act, and NFP compliance in the areas of corporate governance and directors' duties and responsibilities.
- (e) excellent presentation, advocacy and communication skills, in order to articulate the vision of GA.
- (f) ability to demonstrate major achievement or contributions in previous roles.
- (g) ability to work and communicate effectively within the group and with external parties. A candidate must not at any time, in the opinion of the Board, have acted in a manner prejudicial to, or contrary to, the interests or objects of GA.
- (h) understanding the strategic planning process and have the ability to implement.
and
- (i) commitment to the role and able to devote sufficient time and energy to the position, including a preparedness to engage in professional development as required by GA.

1.4 Director Induction and Training

All new Directors will be briefed by the Chair and the CEO and will receive a copy (either electronically or by hard copy) of the following items:

- (a) this governance charter.
- (b) organisational chart.
- (c) Constitution.
- (d) Regulations.
- (e) Strategic plan.
- (f) Business Plan and Annual Budget.
- (g) Most recent Annual Report and Financial Statements.
- (h) the last two sets of Board Papers.

- (i) links to the Act.
- (j) policies register.
- (k) directors' and officers' insurance policy; and
- (l) other relevant documents on request.

The Board will receive governance training on an annual basis to help Directors better understand their obligations to GA and their legal duties. The timing of this training will be determined by the Board, taking into account the date any Directors may have commenced their term during the year. GA may also support individual Directors undertaking appropriate professional development and may with prior agreement, meet or contribute to the cost of such training.

1.5 Annual Evaluation of the Board

The Board will undertake an annual evaluation of its performance and effectiveness and formally record and report its findings. The review will be conducted in a manner that evaluates against standards and performance expectations set by the Board. Following the review, the Board may implement change to the strategic plan or direct the CEO to address areas within the existing plan as appropriate. This review may be undertaken with independent external input.

In undertaking its annual review, the Board aims to:

- (a) reach a balanced view of its performance, identifying the positive aspects of the Board's operation and areas for improvement including (i) progress towards the strategic objectives; (ii) role modelling leadership and behaviour standards for the movement; (iii) board team dynamics and effectiveness; and (iv) board meeting processes including adequacy of documentation, board papers and meeting interaction.
- (b) identify a benchmark against which it can assess its collective and individual progress and performance over time including against the three aspects mentioned in (a) above; and
- (c) identify a basis to establish agreed performance objectives for the Board.

The process may include external assessments, questionnaires, confidential non-attribution interviews, peer and self-appraisal, and formal consideration of the findings. Additionally, it may include feedback from senior management and key stakeholders.

As part of this process, there will be assessments of individual Director's performance, the chairperson and committees.

The outcome of the evaluation process should be used as the basis to identify any gap in the skills mix of the Board, performance issues and Director professional development opportunities.

1.6 Governing Style

The Board will govern with an emphasis on:

- (a) strategy and policy which will be advantageous to GA.
- (b) anticipating and planning for change.

- (c) objectivity.
- (d) strategic leadership.
- (e) clear distinction of its and the CEO's role.
- (f) collective decision making rather than individual.
- (g) focus on the future direction of GA; and
- (h) being proactive rather than reactive.

1.7 Remuneration of Directors

No Director of GA receives or shall receive remuneration for work carried out as a Director of GA. Directors of GA are entitled to receive reimbursements and/or expenses for work carried out as a Director.

2. THE CHAIR'S ROLE

The chair shall chair Board meetings. If they are not available to chair a Board meeting, the Deputy chair (if appointed) shall chair Board meetings. If both these officers are not available, the Board must elect another Director present to do so. The role of the Chair is summarised below.

- (a) The Chair should ensure that discussion at meetings is on issues that, according to the Constitution and GA policies, clearly belong to the Board to decide, and do not impinge on the role of the CEO.
- (b) The authority of the Chair consists of making decisions that fall within topics covered by Board policies on governance process, policies and the Constitution.
- (c) The Chair has no authority to change Board decisions.
- (d) The Chair may delegate authority but always remains accountable for its use.
- (e) Together with the CEO, the Chair is the principal media spokesperson for GA.

3. DIRECTORS

Directors:

- (a) should be committed to ethical, business like and lawful conduct including proper use of authority and appropriate decorum when acting as Directors.
- (b) must always act in the interests of GA and the Members.
- (c) must avoid conflicts of interest.
- (d) must not attempt to exercise individual authority over GA or make decisions outside of their designated scope of authority.
- (e) should not publicly voice any negative comments or individual opinions relating to the CEO, staff, fellow Directors or any Company matter or issue.
- (f) should only speak to the media as requested by the CEO or the Chair.

- (g) should adhere to and support the Chair in governing effectively and should act with Board solidarity around Board decisions and agreed actions; and
- (h) should respect the confidentiality of sensitive issues or business items under negotiation or discussion.

4. CODE OF CONDUCT

4.1 Directors

The GA Board has adopted a Code of Conduct. Under the leadership of the Chair and the CEO, the Board is to be proactive in implementing GA's objects having regard to the requirements outlined in the Constitution and powers vested to determine and articulate GA's values, vision and strategic direction. The Code of Conduct applies to GA Directors whenever they are acting in their capacity as an GA Director. The Code of Conduct is attached at **Annexure A**.

The reasons for the office of Director being automatically vacated are set out in the Constitution. In addition, Directors are required to sign the Directors Agreement attached in **Annexure A**. Directors agree to resign from their position in the circumstances set out in the Directors Agreement.

5. ANNUAL REPORTS AND ACCOUNTING

- (a) The Board must ensure proper accounting and other records are maintained and must distribute copies of financial statements as required by the Act. The Board must:
 - (i) publish annual reports consistent with the Act.
 - (ii) report consolidated national financial accounts annually.
 - (iii) report financial and high-performance information to the Australian Sports Commission in accordance with the ASC Sport Investment Agreement; and
 - (iv) disclose administration expenses in accordance with the requirements of the Australian Securities and Investments Commission's requirements.
- (b) The Board must also table the annual accounts of GA to a General Meeting of GA.

6. STRATEGIC PLAN

An important aspect of the Board (and each Director's) role is to develop a strategic plan and monitoring GA's performance under the plan. GA's strategic plan should include:

- (a) Vision, mission, values, context, goals, strategies and measurable objectives; and
- (b) Key Performance Indicators by which the performance of GA can be measured and trends shown; and In developing the plan, GA will engage with its Members and stakeholders to obtain their views on the needs of Golf. The strategic plan will be clearly communicated to Members and Members will be asked to adopt strategic plans which align with GA's strategic plan. The Board will obtain Member approval of the Strategic Plan.

The current GA strategic plan is the Australian Golf Strategy (2022-2025): [insert link here](#). The Australian Golf Strategy is being driven by GA in collaboration with its Member States and other Golf industry entities through a Balanced Scorecard Process that specifies GA's and other Golf entities' responsibilities to implement the Strategy.

This includes a detailed operating budget for each financial year.

7. COMMITTEES

The Board may establish committees. Under the leadership of the committee chair, committee members are required to:

- (a) work within their respective committee specified roles and responsibilities as set out in the terms of delegation (if any).
- (b) discuss, debate and submit objective recommendations on issues to the Board.
- (c) assess items that may be referred to them from time to time; and
- (d) conduct annual reviews of their area. Committee members are expected to:
 - (i) exercise care in considering matters before them and act in the best interests of GA.
 - (ii) avoid conflicts of interest.
 - (iii) work within the specified terms of delegation.
 - (iv) interact with key stakeholders and members as required.
 - (v) report back to the stakeholders at the annual general meeting as required; and
- (e) evaluate their effectiveness as a committee. Committee member limitations:
 - (i) the committees report to the Board via the CEO and are accountable for the performance of their duties as committee members.
 - (ii) a committee member must work cooperatively with the CEO; and
 - (iii) no committee member is authorised to incur expenses or debts on behalf of GA. All committee members are expected to abide by GA's policies, regulations and directives.

As at the date of this Charter the Board has established the following committees:

- Nominations Committee
- Risk and Audit Committee
- People and Culture Committee.

8. CONFLICTS OF INTEREST

Neither a Director nor responsible officer should allow a conflict of interest to compromise their position in GA. A Directors' "personal" interests (for example, a shareholding in another company) or other duties (for example, being a Committee member of a related entity) and their duty to GA must not be brought into conflict. This overlaps with the duty to act in good faith and for a proper purpose.

Categories of situations which give rise to conflicts of interest are:

(a) Directors or officers taking advantage of opportunity

The general rule is that a Director must not use their position to make a profit. If they do, then they must account to GA for the profit made. The Act provides for a similar rule.

(b) Directors taking advantage of an opportunity where GA is unable

A Director has an obligation not to profit personally from their position as a Director, and not to allow a conflict to arise between their duty as a Director and their own self-interest.

A Director is disqualified from usurping for their own benefit or for the benefit of others, a maturing business opportunity which GA is actively pursuing.

A Directors' liability to account to GA is not unlimited and depends upon the facts of the case. It is a defence that the profits or advantage were made with the informed consent of GA.

(c) Directors' contracts with GA

The general rule is that contracts made by a Director with GA are voidable at the option of GA. This includes contracts in which Directors have an indirect interest. The fairness of the contract is irrelevant, and this is applied as a strict rule.

The contract may be validated by ratification at a general meeting, provided there is full disclosure.

In addition, the Act requires a Director to declare the nature of any direct or indirect interest they have in a matter that relates to the affairs of GA.

(d) Conflict of external duties with Directors' duties

Where a Director holds an office or property, which creates duties in conflict with their duties as a Director of GA, they should declare the interest at the next meeting of the Board after they become aware of the conflict.

Unless they have complied with the Act, the Constitution and have received prior written approval from the Board, a Director must not hold any other office or place of profit in GA.

A Director must disclose the nature and extent of their interest where they:

- (e) hold any other office (whether voluntary or otherwise) or place of profit in GA;
- (f) hold any other office (whether voluntary or otherwise) or place of profit in any company in which GA is a shareholder or otherwise interested; or
- (g) seek to contract with GA either as vendor, purchaser or otherwise,

Where such an interest is not disclosed, any contract or arrangement entered into by GA in which any Director is in any way interested will be voided.

The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or arrangement is first taken into consideration if the interest then exists or in any other case at the first meeting of the

Board after the acquisition of the interest. If a Director becomes interested in a contract or arrangement after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

A Director may make a declaration in a prescribed form that the Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

Declarations of a conflict of interest made by a Director or any general notice provided to the Board must be recorded in the Board minutes. The Board may also report declarations in the annual report.

A Director, notwithstanding their interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Director is interested. If the Director votes, the vote should not be counted.

A Director may not sign a document to which the seal of GA is fixed where the Director is interested in the contract or arrangement to which the document relates.

9. CONFIDENTIAL INFORMATION

Directors need to acknowledge that from time to time, information will be provided to them which will be considered to be “confidential”. “Confidential information” is any information:

- (a) determined by the Board or the CEO, and so declared by marking “confidential” or by statement agreed by the Board at the time of declaration; or
- (b) which may be reasonably considered by the Board to be commercially or otherwise sensitive or likely to be so to the Board.

Directors have a duty not to make unauthorised disclosure or use of GA information and a duty not to disclose or exploit confidential information, such as commercially or price sensitive information or information which is confidential by virtue of a contractual arrangement.

Information is commercially sensitive where it is of specific value to the group concerned, particularly where its disclosure would allow others to “reap without sowing” or would otherwise be detrimental to GA. In the context of GA, this would involve any information that is of value to GA in the sense that its disclosure might cause damage to GA’s reputation or disclose plans which GA would not want revealed to its competitors or third parties.

Directors should not reveal any discussions or meetings, or documents relating to policies or plans in their initial stages without the consent of the other members of the Board.

Practicality and convenience must be considered. The Board should at the very least be informing its members of the major decisions, which it has made and report on the reasons for these decisions. The Board is justified in not disclosing all its activities on the basis that in doing so it is acting in the interests of GA, by preventing information which may be detrimental to it from being revealed and potentially distorted.

Directors must remember that they have a duty to act in the interests of GA, which includes the interests of all members.

Directors should support all determinations of the Board regardless of their support or dissent during the Board meeting. It is essential that discussions of the Board are freely entered. However, it is imperative that beyond the meetings of the Board all Directors are united in the determination of the Board.

Directors must always be sure that their actions are in the best interests of GA, rather than for political expediency. This may from time to time place a Director in a difficult position, for example if asked to comment by a member, on a matter confidential to GA. The Directors duties to GA must always be upheld despite the relationship which may exist between the Director and the member.

The Act also impose a statutory duty on a Director not to make improper use of the information acquired by virtue of their office to gain, directly or indirectly, an advantage for himself or for any other person or to cause detriment to GA.

ANNEXURE A

DIRECTORS DECLARATION AND CODE OF CONDUCT

Under the leadership of the Chair and the CEO, the Board is to be proactive in implementing GA's objects having regard to the requirements outlined in the Constitution and powers vested in the Board to determine and articulate GA's values, vision and strategic direction.

1. GA's Directors are expected to

- (a) Meet fiduciary responsibilities as required under all relevant commonwealth and state legislation and under common law
- (b) Comply with GA's constitution, rules, regulations, policies and committee charters in so far as they apply to directors
- (c) Act honestly in the best interests of GA as a whole and not of those individual constituents
- (d) Avoid conflict of interest and to disclose immediately any actual or potential conflict
- (e) Develop strategic planning and direction of GA including approving the business plan and budget, monitoring organisational performance and evaluating strategic results, and approving expenditure outside the approved budget and delegations.
- (f) Devote the necessary time to the performance of their duties including to review board papers prior to board meetings.
- (g) Interact with key stakeholders and members to inform them of achievements and to ensure that they have input into determination of strategic goals and direction
- (h) Report back to stakeholders at relevant forums through the Chair and the CEO
- (i) Monitor the CEO and organisational compliance with relevant legislation and with GA's own policies
- (j) Maintain the confidentiality of information they receive by virtue of being a Director of GA
- (k) Evaluate their collective effectiveness as a Board
- (l) Not improperly use their position or misuse information of GA
- (m) Commit the time necessary to effectively discharge their role as a director
- (n) Act in accordance with, and demonstrate, standards of personal (human) behaviour, civility and decency expected from directors including committing to that standard
- (o) Understand the complexities of the sectors in which GA operates together with those sectors' structure, operations, controls, regulatory obligations, current technology, types of transactions and political/economic environment to adequately assess the risks faced by GA.

2. Directors Limitations

- (a) The Directors report to the Chair and are accountable for the performance of their duties as a Director.
- (b) The Directors must work cooperatively with the CEO.
- (c) No Director is authorised to incur expenses or debts on behalf of GA.
- (d) All Directors are expected to abide by GA's policies, regulations and directives.

3. Deed of Indemnity and Access

The GA Constitution indemnifies each Director to the fullest extent permitted by law. Each Director is entitled to a deed of indemnity, which shall include provisions relating to:

- (a) access to Board papers.
- (b) confidentiality.
- (c) indemnity by the organisation; and
- (d) the provision of Directors and Officers insurance.

4. Director's Declaration

Notwithstanding anything in the Act or the GA Constitution, if I am found by my fellow Directors after they have given me:

- notice of the alleged acts or omissions and
- an opportunity to respond to those alleged acts or omissions which includes the provision of any submissions that I may wish to make in relation to such matters

acting reasonably and in good faith, that I have:

- (a) not upheld my duties and legal responsibilities as a Director
- (b) not acted in the best interests of GA or of Golf
- (c) failed to follow a Board directive
- (d) breached the Constitution or other rules, regulation or policies of GA
- (e) at any time committed a breach of, or contravened, any Sport Integrity policy whether GA's or any other sporting body
- (f) been charged with or convicted of a serious criminal offence
- (g) breached confidentiality
- (h) brought myself, Golf or GA into disrepute because of my action or omission including any statement I may make
- (i) made disparaging comments about other directors, the Board or GA

(j) acted in a manner prejudicial to the interests of GA or Golf or unbecoming a director of GA

I agree that my position on the Board is no longer tenable and that I will submit my written resignation immediately.

Signed:

Witness:

Print Director
Name:

Print Witness
Name:

Date:

Date:

