



G1 - BOARD CHARTER & BOARD CODE OF CONDUCT

1. Purpose of Charter

The Board Charter sets out the role, composition and responsibilities of the Board of Golf SA Inc. The conduct of the Board is also governed by the Constitution of Golf SA Inc, a copy of which is located at www.golfsa.com.au

2. Purpose of the Board

The Board has two broad purposes, compliance and performance:

Compliance: conform with or exceed all legal requirements

Legal

- Monitor the Constitution
- Comply with the Association's Incorporation Act (SA) 1985
- Comply with Director's responsibilities
- Comply with Laws
- Monitor Insurance requirements

Accountability

- Monitor Financials
- Compliance Audits

Performance: Assist the organisation to perform to its best potential

Strategy & Policy

- Approve Vision/Mission and ensure it is embedded into the organisation's operations
- Approve Strategic Plan and Policies and monitor regularly

Accountability

- Overall performance of the organisation
- Board evaluation, succession planning
- Report outcome to stakeholders
- Manage the CEO

Public Relations

- Represent and participate
- Keep stakeholders informed
- Project a strong and positive image
- Promote the Vision
- Facilitate cohesion
- Protect the interests of stakeholders
- Speak with one voice regarding Board decisions

Risk Management

- Ensure up-to-date and effective risk profile and management strategy
- Monitor critical risks

The Board, while meeting its responsibilities, is mindful of the organisation's mission and the objects of the organisation as embodied in its Constitution.

3. Roles & Responsibilities

The Board has delegated authority for the operations and administration of the organisation to the Chief Executive Officer (CEO).

The functions of the Board are to:

- Provide effective leadership and collaborate with the CEO in:

- o Articulating the organisation's values, vision, mission and strategies
- o Developing strategic (direction) plans and ordering strategic priorities
- o Maintaining open lines of communication and promulgating through the organisation and with external stakeholders the values, vision, mission and strategies
- o Developing and maintaining an organisational structure to support the achievement of agreed strategic objectives
- o Monitor the performance of the CEO against agreed performance indicators
- o Review and agree the business (action) plans and annual budget proposed by the Executive management team
- o Monitor the achievement of the strategic and business plans and annual budget outcomes
- o Establish such committees, policies and procedures as will facilitate the more effective discharge of the Board's roles and responsibilities
- o Ensure, through the Board committees and others as appropriate, compliance obligations and functions are effectively discharged
- o Initiate a Board self-evaluation program and follow-up action to deal with issues arising and arrange for directors to attend courses, seminars and participate in development programs as the Board judges appropriate
- o Ensure that all significant systems and procedures are in place for the organisation to run effectively, efficiently, and meet all legal and contractual requirements
- o Ensure that all significant risks are adequately considered and accounted for by the Executive management team.
- o Ensure that the organisation has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.

The Board has no operational involvement in the conduct of the organisation's business activities and delivery of services. Its role is confined to setting and reviewing policy.

4. Membership and Term

The Constitution provides for a maximum of seven (7) directors and a minimum of five (5) directors (so that a quorum can be formed to transact business at meetings).

The Board consists only of non-executive directors, the majority of whom are independent. That is, no member of the Board may be a member of the paid staff of the organisation.

Directors are free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the organisation.

Membership of the Board shall be disclosed in the annual report including whether a director is independent or not independent.

The term of an elected Board member is according to Section 6 of the Golf SA Constitution: that is except in respect of the Interim Board (6.1 & 6.4) the members of the Board will hold office for two (2) years following the Annual General Meeting at which they were appointed.

At each of the first and the second Annual General Meetings following the termination of the Interim Board two of the members of the Board elected to replace the Interim Board must retire from office by rotation. At the third Annual General Meeting after the termination of the Interim Board the three remaining members of the Board appointed to replace the Interim Board must retire from office by rotation.

5. Board/CEO Relationship

The roles of the President and CEO are strictly separated.

The CEO is responsible for:

- Policy direction of the operations of the organisation
- The efficient and effective operation of the organisation
- Bringing material and other relevant matters to the attention of the Board in an accurate and timely manner.

The CEO is not a member of the Board.

6. Board Culture

The Board actively seeks to have an 'engaged culture' which is characterised by candour and a willingness to challenge. The following table is used to provide evidence of an engaged culture [taken from *Increasing Director Performance* (Australian Company Director, Vol 20 No 8 2004)]:

Agendas

- The agendas of the Board limit presentation time and maximise discussion time
- There are lots of opportunities for informal interactions among Board members.

Norms

- Board members are honest yet constructive
- Members are ready to ask questions and willing to challenge leadership.
- Members actively seek out other members' views and contributions.
- Members spend appropriate time on important issues.

Beliefs

- "If I don't come prepared, I will be embarrassed."
- "If I don't actively participate, I won't be fulfilling my responsibility."
- "I'll earn the respect of fellow Board members by making valuable contributions and taking responsibility for what I do."
- "If I can't carry my load, or if I can't agree with what's going on, I should resign."

Values

- The Board serves the community by actively participating in governance.
- The Board is responsible to various stakeholders
- Board members are personally accountable for what goes on at the organisation.
- The Board is responsible for maintaining the organisation's stature in the sector.
- Board members respect each other.

7. Reporting

Proceedings of all meetings are minuted and signed by the President or the chairman of the meeting.

Minutes of all Board meetings are circulated to directors and approved by the Board at the subsequent meeting.

Resolutions are first put to the Board in draft form (as a "Board Paper") and, once passed, are recorded in a Resolutions Register.

8. Review of Charter

The Board will review this charter annually to ensure it remains consistent with the Board's objectives and responsibilities.

9. Publication of the Charter

Key features of the charter are to be outlined in the organisation Annual Report. A copy of the charter is available at www.golfsa.com.au



DIRECTORS – CODE OF CONDUCT

1. This Code of Conduct as amended from time to time, shall be endorsed at the first Board meeting following each Annual General Meeting.
2. A Code of Conduct for the members of the Board of Directors provides ethical guidelines to which members shall adhere in the performance of their duties.
3. A director must act honestly, in good faith and in the best interests of the Association as a whole.
4. Decision making and attitudes of the Board of Directors should be guided by equal opportunity principles.
5. The Board members fulfil their responsibilities with integrity and within the Golf SA Constitution and operate in a manner which promotes confidence from the membership and public in its deliberations. Adherence to the following principles will allow directors to pursue their governance mandate, foster harmonious relations between directors, members, Government and all stakeholders.
6. Directors shall attend and actively participate in Board meetings, including voting on motions and recommend policy and other duties as prescribed in the best interests of Golf SA.
7. Directors have the responsibility to become conversant with the Golf SA Constitution.
8. Directors shall always conduct Golf SA business in a manner that does no conflict with the public interest, and treat individuals with dignity and respect.
9. Directors shall not purport to speak on behalf of the Board unless they have the authority to do so.
10. Directors are expected to support in public:
 - Board and Member decisions
 - Individual Directors, Staff and MembersThis in no way inhibits a director's right to debate policy or differing views of individual directors at Board meetings. Any grievance should be addressed to the President or Chief Executive Officer.
11. Directors shall treat in-camera information as confidential.
12. Directors shall recognise in principle Boardroom confidentiality.
13. Directors shall not abuse their position to obtain advantage for themselves, their family members or close associates, and/or demonstrate abuse of authority.
14. Directors shall exercise reasonable care in all matters under consideration.
15. Directors shall refrain from engaging in conduct that would discredit and/or compromise the integrity of Golf SA including:
 - Neglect of duty
 - Deceit
 - Breach of confidence
 - Corrupt practices
 - Unlawful or unnecessary breaches of authority
16. Directors must serve loyally, without self-interest and free from conflicts of interest.
17. Directors must declare any conflict of interest with respect to their fiduciary responsibilities.
18. Any breach of the Code of Conduct and Constitution if the breach is substantial shall be recorded by the Board and one or more of the following methods may be evoked:
 - A Board motion requesting an investigation by an independent third party
 - A Board motion calling for the subject member of the Board to appear before the Board, or make written submission and be subject to censure by way of admonition, caution and/or reprimand

Signature:

Date: / /