



## Board of Directors

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The Board is responsible and accountable to members for the management of DOOLEYS. In addition to the matters required by law the Board's key responsibilities include:

- Approving the strategy and corporate plan and monitoring the implementation of the strategy and performance against the strategic plan
- Appointing, assessing the performance of and determining the remuneration of the CEO, as well as approving the appointment and remuneration of and overseeing of the CEO's Executive Team
- Overseeing the financial position and approving decisions concerning the capital management
- Overseeing the external and internal audit activities, internal control framework and reporting systems and strategic and operational risk management systems
- Monitoring and influencing the culture, reputation, ethical standards and legal and regulatory compliance, and overseeing the corporate governance framework
- Monitoring the work health and safety performance
- Approving the overall remuneration framework, and

The Board has adopted a Board Charter that details its role and responsibilities.

The CEO, together with the Executive Management Team, is responsible to the Board for the development and implementation of DOOLEYS strategy and overall management and performance. The Board has delegated responsibility for day-to-day management of DOOLEYS to the CEO and there is a formal delegation's structure in place which sets out the powers delegated to the CEO and those specifically retained by the Board. This is complemented by a formal delegation's structure from the CEO to Executive and Senior Management.

### The Chairperson

The directors are elected by the members. The Chairperson is elected by the board. The Chairperson's overarching responsibilities are to provide appropriate leadership to the Board and DOOLEYS and to ensure the Board fulfils its obligations under its Charter. The Chairperson's responsibilities are set out in more detail in the Board Charter.



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### **Board Composition and Director Appointment**

The Board actively seeks to ensure that it has an appropriate mix of diversity, skills, experience and expertise to enable it to effectively discharge its responsibilities and to be well equipped to enable DOOLEYS to navigate the range of both internal and external challenges.

Matters relating to Board (and Board Committee) composition are considered by the Board and Nomination Committee and through processes implemented by the Board. To assist in identifying areas of focus and maintaining an appropriate experience mix, the Board is continuing to develop a skills matrix which is reviewed by the Board on a regular basis. It is an important, but not the only, basis of criteria applying to director appointments.

The skills, experience and expertise in areas which the Board currently considers to be particularly relevant include those in Finance, Legal, Governance, Marketing, Community engagement, Human Resources and Building and Property Development.

The process for the qualification, nomination and appointment of Directors is outlined in the Constitution. As part of this process, the Board establishes by-laws and criteria regarding the general qualifications and experience, as well as the specific qualifications, a candidate should have.

Formal letters are provided to all new Directors setting out the key terms and conditions of their appointment. Any casual vacancy filled by the Board during the year may nominate for election at the next Annual General Meeting (AGM), if they wish to stand for election by the members.

### **Director Induction Training and Continuing Education**

All new Directors participate in a formal induction process co-ordinated by the Chairperson. This induction process includes briefings on our financial position, strategic plan, operational and risk management policies and processes, governance framework (including key policies), culture and values, key developments in our Clubs, the industry and the community in which we operate.

The Club has in place a continuing education program for Directors which is part of the annual Board cycle.



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### Board Tenure

In accordance with the Constitution, an election of Directors is held each year. The Directors may stand for re-election in accordance with the Triennial Rule and the process set out in the Constitution, which provides that no Director may hold office for more than three years, or beyond the third AGM following their appointment, whichever is the later, without re-election.

A recommendation to re-elect a Director at the end of his/her term is not automatic. Prior to each AGM, the Board determines if it will recommend to members that they vote in favour of the re-election of the Directors standing for re-election. This decision is made by the Board, having regard to the outcome of the annual Board performance review and any other matters it considers relevant.

In recognition of the importance of Board renewal and succession planning, the Board has adopted the following principles in relation to Board and Board Committee tenure:

- Director Positions – where a Director is approaching the end of his/her third 3-year term, a review of his or her continuing directorship should take place, taking into account broader Board renewal and Board composition considerations and the requirements of DOOLEYS
- Board Committee Membership – Committee membership should consider to rotate every 3 years, subject to considerations of Committee succession planning and the overall composition/skills/experience of the Committee

### Director Independence

It is a legal requirement that a Director cannot be a DOOLEYS employee. All Directors are required to act in the best interests of DOOLEYS and to exercise independent judgment.

The Board assesses the independence of each Director. An independent Director is free of any business or other relationship that could interfere with or could reasonably be perceived to interfere with the exercise of his or her independent judgement and ability to act in DOOLEYS best interests.

When assessing the independence of a Director, the Board considers the relationships potentially affecting the independent status of a director as described in the ASX Principles. The Board may determine that a Director is independent notwithstanding the existence of a relationship of the kind referred to above.



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If at any time during the year a Director ceases or may have ceased to be independent, he/she is required to advise the Chairperson immediately and make the necessary disclosures under the Act.

### **Conflicts of Interest**

In accordance with the requirements of the Corporations Act and our Constitution, Directors must declare any conflict of interest they may have, and follow the procedures set out in the Charter, in certain circumstances, abstain from participating in any discussion or voting on matters in which they have a material personal interest.

### **Review of Board and Director Performance**

The Board undertakes reviews (including its performance against the requirements of its Charter), the performance of individual Committees and the performance of individual Directors, including the performance of the Chairperson as - Chairperson of the Board.

These performance reviews are conducted both internally and, if required externally by a facilitator.

A review includes consideration of matters relating to strategic objectives, the Board's agenda, papers and presentations, Board meeting processes and protocols and the relationship with management.

A review is also undertaken by each Board Committee each year.

The findings and recommendations of the reviews are provided to the Board.

The Board annually reviews the performance of the CEO against agreed performance measures and other relevant factors. The CEO undertakes a similar exercise in relation to the executive management team and presents the findings to the full Board for approval. The results of the CEO's annual performance and review of the senior executives are then discussed by the Board.



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### **Board Access to Management and Independent Professional Advice**

Directors have access to the senior management through the Chairperson or CEO. In addition to regular presentations by senior management at Board meetings, Directors may seek briefings from senior management on specific matters.

The Board has the authority to conduct or direct any investigation required to fulfil its responsibilities and may directly retain such legal, accounting or other advisers, consultants or experts as it considers necessary from time to time in the performance of its duties. All Committees of the Board also have access to independent professional advice on this basis where the Committee so resolves and subject to any particular directions from the full Board. In certain circumstances, each Director has the right to seek independent professional advice at DOOLEYS expense with the prior approval of the Board or the Chairperson.

### **CEO (Company Secretary)**

The CEO is also the Company Secretary and reports directly to the Board through the Chairperson, and all Directors have access to the CEO. The Board is supported in governance and administration by the CEO whose responsibilities include coordinating all Board business (including meetings, agendas, board papers and minutes, and monitoring the completion of actions arising from Board meetings), retaining independent professional advisors (including where requested by the Board or Board Committees) or as permitted under the Board Charter, and attending to certain statutory requirements relating to DOOLEYS.