



Governance Charter

This Charter will be subject to review at the discretion of the IGC Board.

Revision Record:

Version	Board Approval Date	Version Change Description
1	23/2/2016	Initial approval
2	23/3/2016	Change to Captain's responsibilities and sections 2.1, 12, 21.2, 22.2
3	19/4/2016	Change to section 1; and TOR M&C, R&N and PPR committee – CEO voting
4	6/2017	Change to TOR Finance, Remuneration and Nominations and Membership Committees, section 8 IGC secretarial role in oversight of director elections
5	16/11/2017	Change to Ladies Committee TOR
6	24/4/2018	Changes to section 1, 10, 16 and 18 and replacement of the word "company" with "Indooroopilly Golf Club" where appropriate
7	27/8/2019	Changes to committee structure and TORs of committees; section 5 "Managing IGC – Interaction between Board and Management"; section 13 and inclusion of new section 18 covering the Investment Advisory Committee
8	10/9/2019	Include Board approved modifications to IGC Investment Advisory Committee charter
9	28/11/2019	Board approved modifications to the IGC Investment Advisory Committee Charter
10	21/4/2020	Removed the requirement for Captain to be a member of the Finance Committee
11	19/05/2020	New provisions relating to directors' confidentiality obligations; insert list of sub-committees into Appendix 1, modify level of authority of Match & Course Committee, insert updated title for Golf Operations Manager.
12	27/10/2020	Revised Terms of Reference – women's committee
13	27/01/2021	Revised Terms of Reference – Women's Committee – clarifying role of Women's Captain in Honour Board event changes and changes to committee membership following VP resignation
14	25/5/2021	Changes to Board membership on sub-committees (appendix 1) resulting from 2021 AGM and updated terms of reference for Investment Advisory Committee
15	28/10/2021	Update to CEO decision matrix



Version	Board Approval Date	Version Change Description
16	21/09/2023	Changes to Board sub-committees from 2022 Board Review and updated Terms of Reference
17	24/06/2025	General update including Changes to Financial Year, Changes to Board sub-committees from 2025 Board review, including addition of Foundation and Course Sub-Committees and associated Terms of Reference, added role of People and Culture Committee to recommend committee members and added defined term for committee members.



GOVERNANCE CHARTER

PREFACE

This Governance Charter exists to support the aims and aspirations of Indooroopilly Golf Club as enshrined in its Constitution and to facilitate the promotion of the game of golf and create fellowship among all categories of members.

This Governance Charter defines the respective roles, responsibilities and authorities of the Board of Directors (individually and collectively) and Management in setting the direction, management and control of Indooroopilly Golf Club in achieving its aims and aspirations.

It has been prepared:

1. To develop a policy document that can:
 - o Assist leadership in delivering good governance.
 - o Provide a point of reference for disputes.
 - o Act as an induction tool for new directors and senior managers.
2. As a focal point for the strategic planning process.



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1 THE ROLE OF THE BOARD

Section 198A of the Corporations Act 2001 provides that ‘the business of a company is to be managed by or under the direction of the directors’.

The board of directors acts on behalf of members in overseeing and governing Indooroopilly Golf Club. Generally, it is the board’s responsibility to identify IGC’s direction and goals and management’s responsibility to decide how to implement these plans.

In practice, the role of the board is to supervise Indooroopilly Golf Club’s business in two broad areas:

Overall business performance — ensuring Indooroopilly Golf Club develops and implements strategies and supporting policies to enable it to fulfil the objectives set out in the Indooroopilly’s constitution. The board delegates the day to day management of Indooroopilly Golf Club but remains accountable to the members for the Indooroopilly’s performance. The board monitors and supports management in an on-going way;

Overall compliance performance — ensuring Indooroopilly Golf Club develops and implements systems to enable it to comply with its legal and policy obligations (complying with statutes such as the Corporations Act 2001, adhering to accounting standards) and ensure the Indooroopilly Golf Club’s assets are protected through appropriate risk management.

The differing emphasis of these two areas of business performance and conformance/compliance responsibilities can result in conflicting pressures on directors. For example, personal liability for breaches of the law encourages concentration on compliance while members are insisting on better business performance. Directors must balance these roles and give enough attention to both.

In general, the Board has responsibility for, and authority to determine, the policies, practices, management and operations of Indooroopilly Golf Club (the Club) so as to facilitate the promotion of the game of golf and create fellowship among all categories of members. Final responsibility for successful operations aimed at achieving these aspirations rests with the Board.

Without limiting this general role, functions and responsibilities will include:

- Input into and final approval of management’s development of corporate strategy and performance objectives
- Monitoring senior management’s performance and implementation of strategy and ensuring appropriate resources are available
- Oversight of the Club, including its control and accountability systems
- Reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance
- Ratifying the appointment and where appropriate, the removal of the chief executive officer and the Indooroopilly Golf Club secretary



- Approving and monitoring financial and other reporting
- Approving and monitoring the progress of major capital expenditure and capital management.

The CEO must attend all Board meetings but is not a member of the Board nor entitled to vote at any Board meeting (S14.5 Club Constitution). The Board delegates specific powers and responsibilities to the CEO, see Section 6 below.

The IGC Constitution allows the Board to establish Standing Committees, Sub-Committees and Working Groups as it sees fit with relevant delegated powers, see Section 17 below. The President should consult with all Board Members and work with the People and Culture Committee in determining the membership of such Standing Committees and Sub-Committees taking into consideration the blend of skills sought for each Standing Committee and Sub-Committee and seeking to appropriately balance the workload of Board members.

The Board has established and ratified the terms of reference of the established Standing Committees as set out in Appendix 1 and the current Standing Committees are listed in Appendix 2 .

2 BOARD STRUCTURE

2.1 Number of Directors

In accordance with the Constitution, the Board comprises nine individual Directors, including the Office-bearers positions of President, Vice President, Captain and Treasurer.

2.2 Skills required on the Board

It is important to select people who have sufficiently broad experience in the issues and opportunities Indooroopilly Golf Club is facing now or is likely to face in the future. While specific skills required by each board differ, there are some core skills that should be represented on a board as a whole (not necessarily in one person).

These include:

- **Strategic expertise** – the ability to set and review strategy through constructive questioning and suggestion;
- **Organisational Management** – Understanding of governance and business planning and operational implementation;
- **Financial literacy** – the ability to read and comprehend the Indooroopilly Golf Club's accounts and the financial material presented to the board, in addition to understanding financial reporting requirements - the Centro case (ASIC v Healey (2011)) has emphasised this need for basic financial literacy for all directors;
- **Legal skill** – the boards' responsibility involves overseeing compliance with numerous laws;
- **Managing risk** – include on the board a director with experience in managing areas of major risk to the organisation;



- **Managing people and achieving change;**
- **Experience with financial markets;**
- **Industry knowledge** – experience in similar organisations or industries;
- **Understanding stakeholder expectations;**
- **Information technology**

While each director will bring various technical skills and knowledge to a board, there are personal qualities that are desirable in all directors:

- **Integrity** – fulfilling a director's duties and responsibilities, putting the organisation's interests before personal interests, acting ethically;
- **Curiosity and courage** – a director must have the curiosity to ask questions and the courage to persist in asking or to challenge management and fellow board members where necessary;
- **Interpersonal skills and the ability to work in a collegial team** – a director must work well in a group, listen well, be tactful but able to communicate their point of view frankly;
- **Genuine interest in the organisation and its business;**
- **Instinct** – good business instincts and acumen, ability to get to the crux of the issue quickly;
- **An active contributor** – there is no room on boards today for those who do not contribute.

2.3 Appointment of Board Directors

The ASX corporate governance council's corporate governance principles and recommendations state in principle 2 – 'companies should have a board of an effective composition, size and commitment to adequately discharge its responsibilities and duties'. A board needs to have directors who possess a broad mix of skills and experience to be effective.

The key goal in selecting directors is to build a mix that can work as a well-rounded team. A formal and transparent procedure for the selection, appointment and re-appointment of directors to the board helps promote investor understanding and confidence in that process.

Directors are appointed under the terms contained in the Constitution and in accord with the IGC Election of and Vacancies – Board Members Procedure. This procedure also addresses new Board Member induction.

3 BOARD EVALUATION

Each year the Board will conduct an evaluation of its performance.

The findings of this review will be tabled at the first meeting after 1 August.

The President will action this evaluation, obtaining any assistance required. It is envisaged that all relevant findings will be incorporated into the Club Governance Charter.

4 THE ROLE OF INDIVIDUAL BOARD DIRECTORS

4.1 Directors' code of conduct

Directors will:

- Act with fidelity and trust with an over-arching obligation of loyalty to the Club;
- Act with the level of skill, care and diligence expected of a Director;
- Act for the benefit of the Club;
- Undertake diligent analysis of all proposals placed before the Board (including business case and impact on business performance);
- Not make improper use of information gained through their position as a Director;
- Not allow personal interests, or the interest of any associated person, to conflict with the interests of the Club;
- Make reasonable enquiries to ensure that the Club is operating efficiently, effectively, and legally towards achieving its goals;
- Allot sufficient time to discharge their responsibilities effectively; and
- Comply with the spirit, as well as the letter, of the law and with the principles of this Charter.

4.2 Directors' obligations of confidentiality

The following summary is provided as a guide for directors regarding their obligations of confidentiality under the Corporations Act 2001 ("the Act"). However, it is only a guide and directors should ensure they keep up to date with their legal obligations under the Act, and any other relevant legislation, regarding confidentiality and always acting in the best interests of the Club.

Directors' obligations

- Directors must always act in good faith for the benefit of the Club. This includes keeping confidential information of the Club strictly confidential.
- Directors must not improperly use information they have obtained while a director to gain an advantage for themselves or someone else, or cause detriment to the Club.
- A director owes these duties to the Club even after ceasing to be a director.
- There are only limited exceptions to this rule, for example, if a director is required to disclose information by law.

What is confidential?



- If information is publicly available from other sources then it will rarely be confidential, unless presented in such a way (e.g. along with other sensitive information) which renders it “confidential”.
- Once the Board makes a public announcement the content is not confidential. However, the discussions of the Board in reaching that decision might remain confidential.
- Even if the information itself might not be deemed to be confidential, disclosure of that information might have a negative effect on the Club as a whole and therefore disclosing it could breach a director’s obligations under the Act.
- For example:
 - o A question might arise as to who voted for or against a certain decision. Improper disclosure of this kind of information may disrupt the day-to-day management of the Club and affect the trust and working relationships of directors.

Whom can directors talk to?

- Mostly, directors should be able to easily identify when information should not be disclosed. A director clearly must not disclose confidential information to a competitor of their Club or to another person who could get an improper benefit, such as someone tendering for a contract with the Club.
- On the other hand, it can be more difficult to decide whether to disclose information within the Club community. Directors elected with the support of a distinct group within the Club’s membership can feel an obligation to “represent” that group. The general rule is that directors must always act in the best interests of the Club as a whole, and the Club’s interests must take priority over the interests of any other person or group. Directors cannot allow themselves to be compromised by looking out for, or using their position purely to promote, the interests of a particular group (though it may be appropriate to consider its interests in Board discussions). This means that directors should take particular care when disclosing information to a sub-group within the Club.

4.3 Expectations of Directors in Board process

Directors will conscientiously fulfil to the best of their ability the duties and responsibilities as directors discharging these in good faith and honesty; behaving in a manner that is consistent with generally accepted procedures for the conduct of meetings. This will include, but not be limited to:

- Acting in a business-like manner and fostering a climate of trust and candour;
- Making it clear to Management what information is required to discharge their duties;
- Minimising chatter and irrelevant remarks;
- Giving others a reasonable opportunity to put forward their views; and



- Being sensitive in interpreting efforts by the President to ensure the orderly and good-spirited conduct of meetings.

The duty of Directors is to:

- question, request information, raise any issue including any member sentiment or issues of concern, fully canvas all aspects of any issue confronting the Club, and
- cast their vote on any resolution according to their own decision.

Outside the Boardroom, each Director will support the letter and spirit of Board decisions, regardless of whether he/she voted in favour of that decision, including keeping confidential Board discussions and deliberations.

4.4 Conflict of interest and related party transactions

Directors must:

- Disclose actual or potential conflicts of interest; and
- If the Board requests, immediately take such steps as are necessary and reasonable to remove any conflict of interest.

A Director must absent herself or himself from the room during discussions on matters of conflict. This exit and re-entry will be minuted.

4.5 Emergency contact procedures

Directors should leave with the CEO any contact details so that all Directors can be contacted within 24 hours in cases of a flying minute or other business.

4.6 Specific President roles

What is the Role Inside the Boardroom?

- Acting as an important link between the Board and IGC Management without inhibiting direct access of fellow directors;
- Establishing and maintaining an effective working relationship with the CEO;
- Setting the tone for the Board, including the establishment of a common purpose;
- Chairing Board meetings efficiently and shaping the agenda in relation to goals, strategy, budget and executive performance;
- Obtaining appropriate information to present to the Board;
- Encouraging contributions by all Board members and seeking consensus when making decisions;
- Motivating Board members and where appropriate dealing with underperformance;
- Instituting the process for appraising Board members individually and the Board as a whole;
- Overseeing negotiations for the CEO's employment and evaluating the CEO's performance in conjunction with the People and Culture Committee;



- Planning for the succession of senior executives, including the CEO;
- Assisting with the selection of Board committee members in conjunction with the People and Culture Committee.

What is the Role Outside the Boardroom?

- Communicating with members on matters of corporate governance;
- Chairing member meetings – annual and extraordinary general meetings (AGMs and EGMs);
- Increasingly, being available to speak with a range of stakeholders.

5 MANAGING INDOOROOPILLY GOLF CLUB – INTERACTION BETWEEN BOARD AND MANAGEMENT

The principle of a members club mandates the appointment of a representative Board of chosen members, who are charged with the duty of providing strategic guidance to the organisation, in the best interests of the club, and the membership. This responsibility relates to all areas of the club, including golf course maintenance and presentation, food and beverage product, golf operations, membership promotion and guidance, general club maintenance and upkeep, capital expenditure, and financial control. The Board is guided by a strategic plan which is designed to establish and maintain clear direction in the ongoing management and development of the club concept, its facilities, and its future prospects relative to the demographics of a modern society. The Board, in its deliberations, will establish and review policies and procedures, monitor club activity and member sentiment, and ensure the adherence to established strategic principles.

Management

The Board will be responsible for selecting and appointing a qualified individual to act as the club Chief Executive Officer. The role of the CEO will encompass all areas of club operation. Under guidelines established by the Board, the CEO will manage the daily operation, and oversee the selection, training, and the leadership and remuneration, of club employees. The CEO will select a management team of individuals with the skills necessary to fulfil the various roles. The Board will approve all management team appointments. The management team will be under the direct control of the CEO.

Reporting

The CEO will have ultimate responsibility to the Board. However, regular interaction and meetings will be held with the President in the first instance, or with heads of committees to ensure any activities at the club which may impact on Board governance or strategic consideration, or in areas that may be of Board purview, are considered on a timely basis. The CEO will attend all Board and Committee meetings. The relationship between the CEO and individual Board members must be open and transparent. Individual Board members should bring matters of concern to the President in the first instance, as the President is in constant communication with the CEO.



Board members do not have a role in directing staff. The CEO will have discretion in matters relating to the normal operations of the club, on an ongoing basis. This discretion relates to matters of staff recruitment, management and remuneration, setting of prices, marketing initiatives, maintenance matters, course presentation, landscaping, member communications and promotions, and matters arising. The CEO's discretion will be tempered by IGC policies and budget restraints, with any over budget commitments made only with Board approval.

A role easily overlooked by Board members is to be supportive of management and staff. A wholesome and secure atmosphere is critical in developing staff productivity, and enhanced member service.

Board Members

Board members are expected to contribute to the wellbeing of the club, and their input and suggestions are valued. Often a Board member has discussions with club members regarding a particular aspect of the operation, and it is appropriate to raise these matters with the President or the CEO. The CEO will provide advice on how to progress these matters.

It is important that Board members demonstrate the culture, aspirations and standards of the club, and maintain a positive and enlightened philosophy. Regular usage of the club, and its facilities, by members and their guests is the ultimate test of satisfaction and pride in IGC. Board members can encourage participation through a positive approach and personal support of club events. Interaction between members and the Board should serve to gain feedback, and to impart comprehensive information on club matters.

The business of premier golf club management must be focused on service to the customer, and the establishment of a product which meets the needs of members and creates aspirational demand. IGC's objective is to provide products that are stylish and refined, and where levels of service are of the highest standard. Indooroopilly Golf Club must seek to satisfy this level of aspiration by committing to quality facilities, and the ongoing refinement of service levels. Success will be achieved only through collaborative effort between the Board and Management.

6 THE MANAGERIAL ROLE OF THE CEO

The CEO is responsible for the ongoing management of the Club in accordance with the strategy, policies, and programs approved by the Board.

The CEO's responsibilities will include:

- Developing, with the Board, a consensus for the Club's vision, direction and strategies;
- Constructing programs to implement this vision, including an annual business plan and budget;
- Maintaining the Club's Policy Manual;
- Approving work procedure to effect Policy implementation;



- Determining any proposed terms and conditions of appointment of senior personnel for Board approval;
- Appointing the senior management team with endorsement from the Board with the support of the People and Culture committee;
- Approving the terms and conditions of appointment of all other staff members;
- Providing strong leadership to, and effective management of, the Club in order to:
 - o Encourage co-operation and teamwork;
 - o Ensure staff understand their responsibilities and accountabilities and have the necessary skills to deliver;
 - o Build and maintain staff morale at a high level;
 - o Build and maintain a strong sense of staff identity with, and a sense of allegiance to, the Club;
 - o Ensure a safe workplace for all personnel;
- Carrying out the day-to-day management of the Club;
- Implementing appropriate risk management systems and reporting on risks at each Board meeting including confirmation if there is none to note;
- Building and maintaining an interaction and visibility with, and being accessible to, Members of all categories; and
- Keeping the Board informed, at an appropriate level, of all the activities of the Club so that a “no surprises” environment exists. The CEO must inform the Board on matters arising that are material to the successful operations of the club.

7 DECISION MAKING MATRIX – RELATIONSHIP BETWEEN BOARD AND CEO

No Go (IGC Board responsibility for direction)	Ask and Go (Seek approval or discuss with President (or IGC Board))	Go and tell (Action and then inform President (or IGC Board))	Go (Action alone)
Determination of the IGC policy agenda, including: - Decisions on IGC policy - News cycle media liaison and crisis management - Progressing partnering arrangements - Major organisational structural changes - Setting overarching IGC Labour force pay and conditions - Investment decisions, particularly those which may have significant risk - Approval of the annual budget including capital works - Approval of significant changes to product or service lines and/or the method of delivery - Changes to membership rights, categories or caps	- Initial funding allocations or material changes to funding allocations (through the Finance Committee) - Decisions with regards significant variation to IGC business agenda - Decisions with regards to Capital Investments - High profile public speaking or presentations - New agreements or significant changes (e.g. partnerships or contracts) with external bodies - Commencing consultancies above \$20,000 - Direct report to CEO appointments - Direct report to CEO pay and condition arrangements	- Setting IGC procedures - Advice on significant activities going to market/procurement - Contract activities and variations outside agreed tolerances - Business case development for significant initiatives - Compliance direction, interpretation or responses to statutory/legal responsibilities - Potentially contentious issues arising in day to day work - Routine, non news-cycle media and social media/website management - External speaking/presentations (industry, conferences, etc. where no policy implications)	- Managing day to day business within tolerances, managing risks, resolving service issues - Client support and responsiveness - Project work within approvals and delegations - Financial, human resources and procurement activities within delegations and approved budget - Routine process changes and improvements - Maintenance of Operational IT environment - Security arrangements - Regular industry/vendor meetings



No Go (IGC Board responsibility for direction)	Ask and Go (Seek approval or discuss with President (or IGC Board))	Go and tell (Action and then inform President (or IGC Board))	Go (Action alone)
	• Decisions impacting on FTE count (number of employees) outside of agreed budget • Decisions that have significant Member impact or may raise media interest • Travel within Australia	• Strategic high-level external meetings (vendors/partners) • Change in IGC restructuring (no budget or FTE impact) • Appointment of staff other than direct reports to CEO • New clients/new services	



8 THE INDOORROOPILLY GOLF CLUB SECRETARIAL ROLE OF THE CEO

The CEO's specific tasks include:

- Ensuring that the Club complies with its statutory obligations under the Corporations Act and any other applicable legislation or regulation;
- Ensuring that statutory records and registers are maintained and retained as required by law and that forms and returns are lodged within the required timeframes;
- Ensuring that matters are governed and dealt with in accordance with the Club's Constitution;
- Ensuring the Agenda and Board Papers are forwarded to Directors as agreed;
- Recording, maintaining and distributing, in a timely manner, the minutes of all Board and Standing Committee meetings;
- Ensuring that the election of Office Bearers and Board Directors accords with the Club's Constitution and the **IGC Election of and Vacancies – Board Members Procedure**;
- Preparing for and attending any Annual, Extraordinary, or Special General Meetings of the Club and recording, maintaining and distributing, in a timely manner, any minutes; and
- Maintaining a calendar of events affecting Board members, individually or as a group, for inclusion in Board Papers.

9 TREASURER'S RESPONSIBILITIES

The Treasurer will:

- Act as Chair of the Finance and Risk Committee;
- Ensure that the Board maintains the degree of financial literacy necessary to conduct the business of the organisation;
- Advise the Board on matters of finance and fund-raising;
- Ensure the financial transactions of the club are properly recorded and are in accordance with accounting and corporation's standards;
- Review monthly financial statements with particular emphasis on variance to budget, overdue debtors or creditors, repayment of debt and cashflow and report to the Board on variations from the approved budget;
- Review procedures and processes for all financial recording and accounting to ensure efficiency and probity in all areas of operations;
- Act as electronic signatory for payments over \$10K when either CEO and CFO not available;



- Ensure that all appropriate returns for taxation, superannuation, liquor etc are prepared and submitted within prescribed time limits;
- Review and counter sign any formal documents of a financial nature such as lease agreements, bank loans, insurance contracts;
- Ensure that appropriate asset registers and financial records are maintained and securely stored;
- At year end, review final accounts, have them approved by the Board and present them to the Annual General Meeting;
- Assist in the preparation of the annual P&L and capital expenditure budgets and cashflow report for submission to the Board;
- With the CEO, oversee in partnership with the Board, the regular review and development of the Business Plan;
- Together with members of the Finance and Risk Committee, formulate submissions on financial matters for recommendation to the Board;
- Oversee annual updating of the 20 year cashflow model to inform the Long Term Infrastructure Plan (LTIP) and Club Strategic Plan;
- Oversight of IGC Risk Management including regular reporting to the Board of Key Risks.

10 CAPTAIN'S RESPONSIBILITIES

- Working with the CEO and the Course Manager, the Captain will:
 - oversee the delivery of “best possible” playing conditions of the courses;
 - conduct regular course inspections with the Course Manager and report to Board as needed;
 - oversee the development and implementation of Course Maintenance Standards and an annual Course Maintenance Plan;
 - oversee the preparation and updating of the Course Master Plan and the Long Term Infrastructure Plan where it relates to the courses;
 - oversee the preparation and implementation of annual capital expenditure plans relating to course works and course maintenance plant and equipment;
 - chair the Course Committee.
- Working with the CEO and the Golf Operations Manager, the Captain will:
 - oversee the delivery of golf services to members and guests in a manner consistent with the IGC Strategic Plan;
 - oversee the preparation and presentation of the annual golfing calendar;
 - oversee the delivery of all golf competitions including the Club Championships;



- o undertake activities that increase member golf participation and enjoyment at IGC and promote the game of golf in general;
- o oversee the management, implementation and enforcement of the Rules of Golf, Pace of Play, Course Care and Golf Etiquette programs and policies;
- o oversee delivery of the IGC Junior Program;
- o ensure Members are fully informed about all golf and related matters;
- o ensure IGC delivers a handicap system complying with the Rules of Golf;
- o chair the Match Committee with support from the Vice Captain and Women's Captain;
- o oversee presentations for competition and Honour Board events as required;
- o represent the Club at Golf Australia, Golf Queensland and BDGA events;
- o oversee the organisation and selection of all IGC Pennant and Social teams;
- o oversee those responsibilities assigned to the Captain under the Code of Conduct policy.

11 BOARD MEETINGS

Board meetings are convened for Directors to:

- Obtain and exchange information with Management;
- Obtain and exchange information with each other; and
- Make decisions.

11.1 Meeting Frequency

The Board will meet monthly, unless otherwise agreed.

It is recognised that meetings may be convened electronically.

A schedule of the upcoming Board and Committee meetings for a twelve-month period will be approved at the first Board meeting following an Annual General Meeting.

11.2 Meeting Time

Meetings will occur at the Club's Board Room at a time determined by the President or a majority of Directors.

11.3 Attendees

Attendees will comprise all Directors (a quorum being 5 members, one of whom is an office bearer as per the Club's Constitution) and the CEO, unless otherwise determined by the President or a majority of Directors.

In addition, the President or a majority of Directors may request the attendance at any meeting of the Board any person who, in their opinion, may be able to assist the Board in any matter under consideration.



12 MONTHLY CYCLE

The monthly cycle for Board meetings is based on the following activities:

The Board meeting day is denoted as “B Day” in the table below.

Item	When By
Draft Agenda prepared by CEO for President’s review	
Board Papers finalised and circulated to President and CEO	
Full Agenda finalised and confirmed by President	-3 B Day
Board Papers emailed to Board members unless otherwise arranged	-3 B Day
Board Meeting	B Day
Draft Minutes sent to President	+3 B Day
Minutes circulated	+5 B Day

13 BOARD MEETING AGENDA

The agenda for each Board meeting will generally follow the following format:

Meeting Opening: In Camera Session Welcome and apologies Disclosure of conflicts of interest Confirmation of Minutes of previous meeting Flying Minutes – noting of out-of-session approvals Review of actions from Minutes of previous meeting
Strategic Items Strategic Projects Update
Matters for Decision or Discussion Risk Management Report Items for Board approval Items requiring Board discussion Membership applications and Transfers
Matters for noting: CEO’s (including business areas) Report – CEO Reports and Minutes of standing committees Correspondence
Meeting Close Meeting evaluations Next Meeting including Board Calendar for next six months



The Board meeting is expected to take 2 to 3 hours.

13.1 Agenda preparation

Prepared by the CEO for review by the President, the agenda and associated Board Papers will be emailed to Board Members at least three days prior to the meeting unless otherwise agreed by the President.

13.2 Business activities requiring Board approval

The CEO will be responsible for compiling a report of activities that require Board approval, to be circulated with Board Papers.

13.3 CEO's Report

The report will be written, included with the Board Papers, expanded verbally at the meeting, and, on all relevant occasions, will contain:

- A summary of any issues impacting on the Club's strategic planning and major operational issues and initiatives;
- A summary of any workforce issues/changes;
- Risk Management/Occupational Health and Safety report;
- The CEO will ensure that reports from committees are tabled including:
 - o Membership, including:
 - Applications for membership;
 - Changes of category;
 - Upgrades for Provisional status;
 - Resignations; and
 - Tabulations of new members and category transfers.
 - o House, including:
 - Matters relating to the clubhouse & its surrounds
 - o Course, including:
 - Report from the Course Manager;
 - Reports from the Club's consultants; and
 - Course Master Plan matters.
 - o Match, including:
 - Report from the Golf Operations Manager;
 - Reports and/or other matters from GA, GQ, BDGA and any other administrative body; and
 - Matters relating to Club match issues.



- o Finance and Risk, including:
 - Overall financial performance report including
 - Monthly Balance Sheet and Profit & Loss;
 - Cash flow budgets and forecasts;
 - Comments on any significant variation from budget;
- o Key performance indicators:
 - Financial; and
 - Non-financial; and
- Capital expenditure approvals.
- Matters relating to business policies and procedures and risk management

If a decision is required on an aspect of the report not included elsewhere in the Agenda, the report will contain the recommended resolution.

13.4 Conduct of Meetings

The President, as Chair, will determine the degree of formality while maintaining the decorum of meetings, including ensuring that:

- All members are heard;
- The authority of the chair is recognised;
- Decisions are properly understood and well recorded; and
- Formal resolutions record conclusions reached.

14 BOARD PAPERS

The President and CEO are responsible for the preparation and circulation of Board Papers.

No papers requiring consideration or decision may be tabled except with the approval of the President.

As a minimum, Board Papers must contain:

- Minutes of the previous meeting and notification of all flying minutes approved;
- The agenda;
- Major correspondence list;
- Business activities requiring Board approval;
- CEO's Report;
- Sub-Committee Reports [standing and special purpose (task forces and so forth), where appropriate]; and
- Any Board submissions requiring decisions.



- All decision matters must indicate the purpose of the proposed resolution, a summary of key issues, and a business case where expenditure is being sought and conclude with the recommended resolution.
- Monthly reporting of key strategic risks.

15 BOARD MINUTES

Minutes will briefly refer to relevant Board Papers tabled plus the resolution.

All decisions will be recorded in the minutes by formal resolution.

The President will read recommended resolutions before the Board and ask for all in favour and those against. Not voicing dissent indicates agreement with the resolution. The exact wording will be recorded in the minutes and whether the resolution was carried or defeated, but will not contain the number of votes.

Directors who dissent may ask to have their decision noted.

Where a draft resolution is not adopted, a summary of the reasons for the alternative resolution is to be noted in the minutes.

Other significant points raised but not covered in the papers are to be noted.

Within three days of the meeting, draft minutes prepared by the CEO will be submitted to the President for review with the final draft circulated to all Directors within five days of the meeting.

Minutes adopted by the Board cannot be amended.

The CEO will maintain a complete set of Board Papers at the Club's offices.

Decisions of a policy nature will also be recorded in the Club's policy manual, maintained by the CEO.

Directors are to determine individually if they wish to retain a set of Board Papers and, if so, to ensure adequate security to protect their confidentiality.

Directors have the right to access any Board papers.

16 ANNUAL BOARD CALENDAR

The Board will adopt a rolling twelve-month Board Calendar, including all scheduled Board and committee meetings and major corporate and Board activities.

Month	Event
July	• Board Meeting
August	• Board Meeting
September	• Board Meeting • Annual General Meeting



Month	Event
October	• Board Meeting • People and Culture Committee to initiate and review Sub-Committee nominations and make recommendations to the Board
November	• Board Meeting
December	• Board Meeting
January	• Board Meeting • Member's Information Session
February	• Board Meeting
March	• Board Meeting
April	• Board / Management Strategic Review Process continues • Board Meeting • Presentation of the Annual plans and associated budgets for the ensuring 12 months for consideration and review
May	• Finalise Strategic Review including amendments to Strategic Plans • People and Culture Committee to initiate Board Review process and Remuneration review • Board Meeting • Member's Information Session
June	• Board Meeting, including adoption of Annual Operations Plan and Budgets for following year

17 STANDING COMMITTEES, SUB-COMMITTEES AND WORKING GROUPS

The following Standing Committees have been established to assist the Board in discharging its oversight responsibilities pursuant to Articles 11.3 of the Club's Constitution:

- Finance and Risk Committee;
- Membership Committee;
- Course Committee;
- Match Committee;
- Women's Committee;
- People and Culture Committee;
- Investment Advisory Committee;
- IGC Foundation Committee;

The Terms of Reference for the Standing Committees are contained in Appendix 1.



Task focused Sub-Committees and Working Groups may be established from time to time to address specific issues determined by the Board and under terms of reference approved by the Board. Such Sub-Committees and Working Groups will report to the Board on a monthly basis unless directed otherwise.

The President, Vice-President and CEO shall be ex officio members of all Standing Committees, Sub-Committees and Working Groups.

18 STRATEGY AND VISION

A key role for the Board is to set the strategy of the Club and requires the Board to dedicate time and resources, undertake research and strategic thinking.

Through the strategic planning process the Board will:

- Be clear on the purpose of the Club;
- Take a long-term view;
- See the big picture understanding of the business and what drives value;
- Seek awareness of the forces of change, emergent ideas and technologies;
- Plan Board composition to enable multiple views and knowledge;
- Engage in listening, questioning, dialogue and analysis;
- Make strategy and strategic conversations an ongoing activity; and
- Understand change management and stand ready to support management in leading change.

The Board will:

- Approve the strategy of the Club as established in the Strategic Plan (the Plans).
- Ensure the Plan is updated and approved each year, as determined and recorded in the Board Calendar.
- Be fully involved in the development of the Plans, undertaken in conjunction with Management.
- Ensure that progress against the Plans is part of the CEO's Board Report.

The planning cycle:

- Management to review the current Plans in February/March each year and collect the input necessary for strategic planning.
- Discuss the information and process for strategic planning at a joint Board/Management strategic planning meeting in March.
- Hold strategic planning meetings as required in April/May to present the updated Plans to the May/June Board meeting for adoption.



- The Annual Plans and associated budgets for the ensuing 12 months to be presented to the June/July Board meeting for adoption. These documents will be presented to the May Board meeting for consideration and review.

19 RISK MANAGEMENT

The role of the Board is:

- To interpret how much risk is appropriate given the expectation of the Members and other stakeholders;
- To ensure that the Club is managed in a way that will achieve its objectives whilst not exposing the Club to risks in excess to those appropriate to achieve its objectives; and
- To ensure that an effective risk management system is in place and embedded into ongoing business processes allowing for the identification of risks, determining tolerances, and measures, assessing and managing risks; compliance and risk reporting.

The CEO is responsible for the implementation of appropriate risk management systems and reporting on risk at each Board meeting, including confirmation if there is none to note. Management of risk is part of management's core responsibilities and is an integral part of internal business processes. Oversight of Management regarding risk management occurs at first instance at the Finance and Risk Committee meetings.

The annual strategic planning process will include a review of all aspects the Club's risk profile.

Crisis Management

The Board will ensure management has developed a crisis plan/business continuity plan and procedures. The specific role for the Board in a crisis will depend on the situation and will include:

- Use of Director's networks or contacts
- Mentor the management team
- Replace management with an effective crisis management team if necessary;

The President will be the public spokesperson approving all communications and ensuring that the Board is advised throughout the crisis.

20 DIRECTORS' AUTHORITIES AND DELEGATIONS

Directors are responsible for:

- Delegating their responsibilities for Club operations, whether to specific Directors or Management; and
- Outlining controls to oversee the operation of delegated powers.

Individual Directors have no authority to participate in the day-to-day management of the Club, except where the Board through resolution explicitly delegates an authority to the Director individually.



Standing Committees, Sub-Committees, and Working Groups and their members require specific delegations, through approved terms of reference, from the Board as a whole.

21 DECISION-MAKING PROCESS

The decision-making process of the Board is set out in the Club's Constitution. Questions arising at a Board meeting are decided by a majority of votes, with the President having a casting vote.

21.1 Emergency Decision Making - Flying Minutes

Flying Minutes must be ratified and entered in the minute book as a single entry at the next Board meeting. Their use is only for urgent matters that cannot wait until the next Board meeting.

21.2 Quorum

In order for a decision of the Board to be valid, as directed by the Constitution a quorum of five Directors (one of whom is an office bearer – President/Vice President/Captain/Treasurer) must be present.

22 DIRECTOR PROTECTION

To protect Directors' rights to information and provide the ability to insure against specific risks of being a Director, the following will apply:

22.1 Information Seeking Protocol

Directors will adhere to the following protocol when seeking information:

Approach the CEO to request the required information;

If the information is not forthcoming, approach the President;

If still unresolved, the Director is, or Directors are, to write to all Board members and the CEO detailing the information required, its purpose, and who it is intended to approach to obtain the information; and

As a last resort, employ the provisions of the Corporations Law.

22.2 Access to Board Papers and Legal Advice

The CEO will maintain a complete set of Board Papers for a period of at least seven years.

Directors (past and present) are entitled to access the papers relating to the period of their Directorship.

All documentation containing or seeking legal advice will clearly state that the legal advice is sought both in relation to the Club and to any Director in his or her personal capacity.

22.3 Insurance

The Club will provide each Director with a copy of the Directors and Officers policy and any changes to that policy, and maintain each eligible Director's D&O insurance for seven years from the date they ceased to be a Director.



23 DIRECTOR REMUNERATION

The duties of Directors are carried out without remuneration.

Unusual and extraordinary expenses for Board service and meeting attendance may be reimbursed.

24 DIRECTOR DEVELOPMENT

Directors are encouraged to undertake self-development for their role.



APPENDIX 1 – TERMS OF REFERENCE OF STANDING COMMITTEES

Finance and Risk Committee

Name of Committee	Finance and Risk Committee
Purpose	The purpose of the Finance and Risk Committee (FRC) is, in association with the CEO, to assist the Indooroopilly Golf Club (IGC) Board in fully understanding and fulfilling its responsibilities regarding financial and risk matters. The FRC goes about this responsibility by reviewing and monitoring: - Any and all matters relating to the Club's financial stability, risks and financial security; - IGC's budget and progressive performance against budget; - All major business cases requiring a Club investment of \$20,000 or more; - All proposed asset disposals where original purchase cost of the asset was greater than \$20,000; - The quality and accuracy of IGC's financial statements and reporting processes; - Any proposals and policies relating to financial fraud minimisation and risk generally; - Any proposals and strategies relating to debtor and creditor controls; - IGC's borrowing and financing arrangements; - IGC's relationship with its bankers and/or finance providers; - The accuracy, the performance and independence of all external audit activities; - The effectiveness of the financial risk management framework, including compliance, internal controls and the assurance provided by internal audit; and - IGC's insurance program. - The FRC will: - Monitor and review updates to periodic cashflows (to be updated monthly), and the 20 year LTIP cashflow model (to be updated annually around Budget preparation time); - Monitor and Review the Relevant Funds performance and reporting as informed by the Investment Advisory Committee (IAC); - Ensure monthly Board reports include information regarding key risks for IGC; and - Review the effectiveness of the Indooroopilly Golf Club's (IGC) risk management framework including policies and procedures, compliance, and internal controls.
Objectives & Deliverables	In relation to IGC's operating and capital budgets, the FRC will: In consultation with the CEO, prepare a set of key budget indicators (KBI's) that the FRC proposes are incorporated into the annual Club budget. In



	consultation with the Membership Committee review membership fees and service charges. Take proposed KBI's to the Board for approval prior to budget preparation; • Take those KBI's to the Board for approval prior to budget preparation; • Review the proposed annual operating and capital budgets with the CEO; • Review the LTIP 20 year cashflow update annually in conjunction with the annual Budget preparation process; • Recommend an annual budget including increases to fees and service charges to the Board for adoption; • Routinely monitor (preferably monthly) actual financial performance against budget, including cashflow management; • Discuss budget variations promptly with the CEO; • Recommend the preparation and review a monthly budget reforecast if variations to the approved annual budget are significant; and • Review all business cases associated with major investments (defined as cases involving a spend of more than \$20,000 either in part or in whole) in order to recommend those propositions to the Board for approval. In relation to IGC's financial statements and financial reporting, the FRC will: • Review the accounting, tax policies and principles applied and be satisfied with their accuracy and appropriateness; • In consultation with the CEO, ensure all financial reports are presented in a timely manner and in a format that any reasonably qualified director can quickly and easily understand; • Review financial reports and statements with the CEO and the external auditors in order to ensure the accuracy of those reports and then to recommend their approval by the Board; • Sign off on all key financial reports before they go to the Board; • In consultation with the CEO, review the effectiveness of financial reporting systems and processes; • Review with the CEO any significant accounting and financial reporting issues identified by management or the external audit/s or other credible sources; and • Assess any changes in policies and standards and advise and/or make recommendations to the Board. In relation to external auditors, the FRC will: • Recommend to the Board the selection and appointment or removal of the external auditors; • Review and recommend to the Board the terms of engagement and fees of external auditors; • Monitor the effectiveness of the working relationship between the external auditor and management, and in particular, the internal audit and risk management and compliance functions; and
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	- Review the performance and independence of the external auditor and obtain the appropriate certification in relation to this. In relation to insurance, the FRC will: - Analyse, discuss and review all major insurance coverage proposed by the CEO; and - Once agreed, recommend to the Board for approval the scope, cover and cost of insurance programs. In relation to other matters, the FRC will: - Maintain oversight of statutory reporting requirements; - Annually review the FC's performance and its terms of reference; and - Be satisfied as to the effectiveness of IGC's processes to receive and manage complaints regarding financial internal controls or auditing matters from employees or other relevant stakeholders. In relation to risk management, the FRC will: - Ensure that appropriate policies and procedures (covering human resources, finance, governance, and business) are in place and operating effectively; - Monitor the IGC's effectiveness in managing its business risks, (including strategic risks) and internal controls by reviewing both the scope and results of the risk management plans; - Ensure relevant reports on the management of risks (including Workplace Health and Safety and Environmental Management) are provided to the Board; and - Review and monitor the effectiveness of the IGC Governance Charter.
Level of Authority	The Members of the Finance Committee have no authority to participate in the day-to-day financial management of the Club.
Committee Membership	The FRC will consist of : - The Treasurer (who will be the Committee Chair), and - At least two Directors with the requisite financial/business/commercial skills and may include up to two other Club members who are appointed to the Committee as Board on the recommendation of the President in conjunction with the People and Culture Committee. The CEO and Finance and Commercial Manager will attend the meetings but will not have voting rights. The Finance and Commercial Manager will act as Committee Secretary. The President and Vice-President shall be ex officio members of the FRC. The Finance and Commercial Manager will be the Secretary who shall be responsible, in conjunction with the Chair, for drawing up the agenda and circulating it, supported by explanatory documentation, to Committee members prior to each meeting. The Secretary will also be responsible for keeping and circulating minutes. Committee members will be re-appointed each year at the Board meeting immediately following the Annual General Meeting. Club members who are



	appointed to the Committee will only serve two years unless the Board determines otherwise. The members of the Committee will comply with the IGC Governance Charter as amended from time to time.
Quorum	A minimum of: • The Treasurer; plus • Two other voting members who are Directors present in person or by using any technology will constitute a quorum. The quorum must be present at all times during the meeting.
Frequency of Meetings	The committee will meet monthly, one week in advance of the relevant monthly Board Meeting.
Reporting Arrangements	• The Committee Chair will communicate the business of the Committee to the Board after each Committee meeting. • To the extent practicable, copies of the draft minutes of each Committee meeting will be included in the papers for the next full Board meeting after each meeting of the Committee. • Draft Minutes shall be distributed to all Committee members, after the preliminary approval has been given by the Chair. Minutes, agenda and supporting papers shall be made available to all Directors, providing no conflict of interest exists. • The minutes of each Committee meeting will be approved by the Committee at the next Committee meeting and signed by the Chair. • Minutes signed by the Chair shall be conclusive evidence of the matters recorded in such Minutes. • The Committee shall review its Terms of Reference and performance annually, or otherwise as it considers necessary. • The Terms of Reference may be amended at any time by a resolution of the Board.
Confidentiality	As applies to Board



Membership Committee

Name of Committee	Membership Committee
Purpose	The purpose of the Membership Committee is, in association with the CEO, to assist the Indooroopilly Golf Club (IGC) Board to deliver a strong, healthy and vibrant membership model. The Membership Committee goes about this responsibility by: • Working closely with the CEO and Management team in reviewing and implementing new processes and procedures to create value for new and existing members; • Closely monitoring the OME numbers; • Monitoring and acting upon industry trends; • Regularly reviewing and updating the membership categories; and • Working closely with the Golf Operations Manager and Match Committee to manage the impact any Match Committee decisions which may adversely affect membership value. The Membership Committee will ensure: • The optimal number of satisfied members is achieved; • The retention of the optimal number of existing members is achieved; and • Management recommendations to bring new and suitable members to the Club are being considered. The Membership Committee will provide the Board with recommendations on: • Membership Policies; • Membership Management; • Membership Categories; • Membership mix and numbers; and • Membership Pricing (jointly with the Finance and Risk Committee).
Objectives & Deliverables	The Membership Committee will: • Ensure the Club's Membership policies and practices are linked with and support the achievement of the Club's strategic, operational and financial objectives; • Ensure the Club's membership offers, as proposed by Management, are fair, relevant and likely to deliver a very high % of satisfied members as well as achieving the desired inflow of new members; • Based on recommendations of the Finance Committee and the CEO, review and endorse prescribed fees for new membership categories and relativities of fees across all membership categories; • Examine ways to optimise the membership numbers (including retention rate and new members) through improved member satisfaction, modern membership categories and the general membership offering to ensure members receive compelling value for money;



	• Work with the CEO and the management team to consistently deliver board approved membership offers in timely, efficient, ethical and effective ways; • Work with the CEO and the management team to regularly examine the membership offers and programs being promoted by golf clubs in the Brisbane region; and • The Membership Committee will consider recommendations from member surveys with the view to make new policies or revisions to existing Membership policies arising from such surveys.
Level of Authority	The Members of the Membership Committee have no authority to participate in the day-to-day management of the Club. The Match Committee will make relevant recommendations to the Board which will be subject to acceptance by the Board.
Committee Membership	The Membership Committee will consist of: • The Vice President (who will be the Committee Chair), unless otherwise directed by the President or the Board; • No less than 6 and no more than 8 regular attendees; • At least 2 members of the Board; • The Women's President (who may delegate to the Women's Vice-President as needed); and • At least 3 other Club members who are appointed to the Committee as appointed by the Board on the recommendation of the President in conjunction with the People and Culture Committee. The CEO, Retail and Membership Manager and Golf Operations Manager will attend the meetings but will not have voting rights. The President shall be an ex officio member of the Committee. The Committee will also have access to any other Board members, managers and external Company-nominated advisors as it may require. The Committee will nominate a Secretary who shall be responsible, in conjunction with the Chair, for drawing up the agenda and circulating it, supported by explanatory documentation, to Committee members prior to each meeting. The Secretary will also be responsible for keeping and circulating minutes. Committee members will be re-appointed each year at the Board meeting immediately following the Annual General Meeting. Club members who are appointed to the Committee will only serve two years unless the Board determines otherwise. The members of the Committee will comply with the IGC Governance Charter as amended from time to time.
Quorum	A minimum of: • one Director (who is a Committee member), plus • two additional Committee members present in person or by using any technology will constitute a quorum. The quorum must be present at all times during the meeting.



Frequency of Meetings	• The Committee will hold at least 6 meetings per year generally every second month and 2 weeks in advance of the relevant monthly Board meeting. • The Committee may hold such additional meetings as the Chair decides are necessary for the Committee to fulfil its duties.
Reporting Arrangements	• The Committee Chair will communicate the business of the Committee to the Board after each Committee meeting. • To the extent practicable, copies of the draft minutes of each Committee meeting will be included in the papers for the next full Board meeting after each meeting of the Committee. • Draft minutes shall be distributed to all Committee members, after the preliminary approval has been given by the Committee Chair. The minutes, agenda and supporting papers shall be made available to all Board members, providing no conflict of interest exists. • The minutes of each Committee meeting will be approved by the Committee at the next Committee meeting and signed by the Chair. • Minutes signed by the Chair shall be conclusive evidence of the matters recorded in such Minutes. • The Committee shall review its Terms of Reference and performance annually, or otherwise as it considers necessary. • The Terms of Reference may be amended at any time by a resolution of the Board.
Confidentiality	As applies to Board



Match Committee

Name of Committee	Match Committee
Purpose	The purpose of the Match Committee is, in association with the CEO and Golf Operations Manager, to assist the Indooroopilly Golf Club Board to plan and conduct a successful golf program.
Objectives & Deliverables	The Match Committee will: • Represent members on golf matters; • Ensure that matters related to golf are dealt with in a prudent and timely manner; • Oversee the implementation of course set up, handicapping, course ratings and indexing in accordance with Golf Australia rules; • Oversee the setting of competition fees and prize allocations for club competitions; • Consider opportunities and enhancements to the IGC golfing calendar which will build IGC's reputation and standing in the market in accordance with the club's strategic plan; • Oversee the management, selection and participation of teams in pennant and other inter-club competitions and social inter-club matches; • Ensure that members are kept informed on golf related matters; • Oversee the implementation of Local Rules and Temporary Local Rules; • Ensure compliance with the Rules of Golf in club competitions; and • Oversee all matters affecting matches, competitions and the playing of golf including any disputes that may arise (Note: The duties of the Match Committee as defined in the Rules of Golf are delegated to the Golf Operations Manager and Club Captain or their nominees).
Level of Authority	Members of the Match Committee have no authority to participate in the day-to-day management of the Club (this policy also applies to Board directors). Working with the Golf Operations Manager, the Match Committee will review options and make recommendations on golf related matters including, but not limited to : • Club competitions including Honour Board events • Club Pennant and other inter-club competition and social inter-club matches (Men and Women's) • Course play conditions, including pace of play • Implementation of approved golf programs within the club which includes but not limited to Junior Golf and women's golf. but subject to the following restrictions: • The Match Committee has no authority to expend CAPEX



	- The Match Committee will review and present to the Board for approval new golf programs that add value to the IGC brand which further foster the development of Golf. - Any Match Committee decisions that require fundamental changes to the structure or format of the Club Championships or an Honour Board event must be reviewed and approved by the Board before being implemented.
Committee Membership	The Match Committee will consist of: - The Club Captain (who will be the Committee Chair), unless otherwise directed by the President or the Board; - At least 1 other Board member; - The Club Vice-Captain; - The Women's Captain and Vice-Captain; - At least 2 other Club members who are appointed to the Committee as appointed by the Board on the recommendation of the President in conjunction with the People and Culture Committee. The CEO, Golf Operations Manager and Assistant Golf Operations Manager will attend the meetings but will not have voting rights. The President and Vice-President shall be ex officio members of the Committee. The Assistant Golf Operations Manager will be the Secretary who shall be responsible, in conjunction with the Chair, for drawing up the agenda and circulating it, supported by explanatory documentation, to Committee members prior to each meeting. The Secretary will also be responsible for keeping and circulating minutes. Committee members will be re-appointed each year at the Board meeting immediately following the Annual General Meeting. Club members who are appointed to the Committee will only serve two years unless the Board determines otherwise. The members of the Committee will comply with the IGC Governance Charter as amended from time to time.
Quorum	A minimum of: - the Club Captain or Club Vice Captain, - the CEO or Golf Operations Manager, plus - three other Committee members present in person or by using any technology will constitute a quorum. The quorum must be present at all times during the meeting.
Frequency of Meetings	- The Committee will meet on a monthly basis, typically 2 weeks in advance of the relevant monthly Board meeting. - The Committee may hold such additional meetings as the Chair decides are necessary for the Committee to fulfil its duties.



Reporting Arrangements	• The Committee Chair will communicate the business of the Committee to the Board after each Committee meeting. • To the extent practicable, copies of the minutes of each Committee meeting will be included in the papers for the next full Board meeting after each meeting of the Committee. • Draft minutes shall be distributed to all Committee members, after the preliminary approval has been given by the Committee Chair. The minutes, agenda and supporting papers shall be made available to all Board members, providing no conflict of interest exists. • The minutes of each Committee meeting will be approved by the Committee at the next Committee meeting and signed by the Chair. • Minutes signed by the Chair shall be conclusive evidence of the matters recorded in such Minutes. • The Committee shall review its Terms of Reference and performance annually, or otherwise as it considers necessary. • The Terms of Reference may be amended at any time by a resolution of the Board.
Confidentiality	As applies to Board



Course Committee

Name of Committee	Course Committee
Purpose	The purpose of the Course Committee is, in association with the CEO and Course Manager, to assist the Indooroopilly Golf Club Board to plan and successfully manage the presentation, maintenance and enhancement of IGC's golf courses.
Objectives & Deliverables	The Course Committee will: • Represent all members on course matters; • Ensure that matters related to course maintenance and enhancement are dealt with in a prudent and timely manner; • Working with the Course Manager and Club Management, assist in the prioritisation and planning of course related activities; • Oversee the development and implementation of the Course Set-up Standards and Course Maintenance Standards; • Oversee the development and implementation of the Annual Course and Course Infrastructure Works and Maintenance Program; • Oversee the development and implementation of the Course Equipment Maintenance and Replacement Plan; • Working with the CEO and Course Manager, liaise with our nominated course architects on any matters relating to the Course Master Plan and elements of the design of our courses; • Oversee the execution of course-related projects in accordance with the Course Master Plan; and • Ensure that members are kept informed on course related matters.
Level of Authority	Members of the Course Committee have no authority to participate in the day-to-day management of the Club (this policy also applies to Board directors). Working with the Course Manager, the Course Committee will review options and make recommendations on course related matters including, but not limited to: • Course maintenance and presentation activities; • Course Master Plan updates; and • Implementation of course-related projects but subject to the following restrictions: • the Course Committee has no authority to expend CAPEX; • any Course Committee decisions that require fundamental changes to any element of the course or its design must be reviewed by the Board before being implemented; • approval of the Course Master Plan is a Board responsibility.



Committee Membership	The Course Committee will consist of: • The Club Captain (who will be the Committee Chair), unless otherwise directed by the President or the Board; • At least 2 other Board members; • At least 3 other Club members who are appointed to the Committee as appointed by the Board on the recommendation of the President in conjunction with the People and Culture Committee. The CEO and Course Manager will attend the meetings but will not have voting rights. The President and Vice-President shall be ex officio members of the Committee. The Committee will also have access to any other Board members, managers and external Company-nominated advisors as it may require. The Committee will nominate a Secretary who shall be responsible, in conjunction with the Chair, for drawing up the agenda and circulating it, supported by explanatory documentation, to Committee members prior to each meeting. The Secretary will also be responsible for keeping and circulating minutes. Committee members will be re-appointed each year at the Board meeting immediately following the Annual General Meeting. Club members who are appointed to the Committee will only serve two years unless the Board determines otherwise. The members of the Committee will comply with the IGC Governance Charter as amended from time to time.
Quorum	A minimum of: • the Captain, • the CEO or Course Manager, plus • three other Committee members present in person or by using any technology will constitute a quorum. The quorum must be present at all times during the meeting.
Frequency of Meetings	• The Course Committee shall meet on a monthly basis, typically 2 weeks in advance of the relevant monthly Board meeting. • The Committee may hold such additional meetings as the Chair decides are necessary for the Committee to fulfil its duties.



Reporting Arrangements	• The Committee Chair will communicate the business of the Committee to the Board after each Committee meeting. • To the extent practicable, copies of the minutes of each Committee meeting will be included in the papers for the next full Board meeting after each meeting of the Committee. • Draft minutes shall be distributed to all Committee members, after the preliminary approval has been given by the Committee Chair. The minutes, agenda and supporting papers shall be made available to all Board members, providing no conflict of interest exists. • The minutes of each Committee meeting will be approved by the Committee at the next Committee meeting and signed by the Chair. • Minutes signed by the Chair shall be conclusive evidence of the matters recorded in such Minutes. • The Committee shall review its Terms of Reference and performance annually, or otherwise as it considers necessary. • The Terms of Reference may be amended at any time by a resolution of the Board.
Confidentiality	As applies to Board



Women's Committee

Name of Committee	Women's Committee
Purpose	The purpose of the Women's Committee is to represent the interests of women members, oversees women's golf, welfare and social functions and in making recommendations to the Board on issues of women's interest.
Objectives & Deliverables	The Women's Committee will: • Assist the Women's Captain in organising and implementing the women's golfing program in conjunction with the Golf Operations Manager or nominated representative and the Match Committee; • Serve as ambassadors for new female members which includes delivering information on course etiquette, course care and pace of play values and policies; and • Provide pastoral support for female members in need. • In fulfilling these objectives, the Women's Committee will: • Promote conduct that is consistent with the IGC Member Code of Conduct, so as to minimise inappropriate behaviour which is or may be damaging to the club in any way; directly or indirectly; • Consider potential improvements to the program of women's honour board events. Note that any proposed change to the structure or format of any honour board event (including creation or removal) must be approved by the Board based on a recommendation from the Match Committee; • Liaise with the Board and through them the CEO or nominee and the relevant committees on the following matters: • future direction of the Women's Committee (e.g. membership and operational guidelines); • organisation for special women's events; • any budgetary requirements for women's events; and • any procedures or policies which are considered to be potentially beneficial for the Club with respect to female members or all members, particularly those which will have a positive effect on club culture. The Women's President will: • Preferably have been a member of the Club for five years; • Provide the leadership and direction for the Women's Committee by demonstrating appropriate leadership skills; • Act as the point of contact with regard to the co-ordination of women's events in the clubhouse, including charity events,; • Ensure that information regarding relevant club issues is available through a variety of avenues, e.g., web-based information, printed material, briefings and monthly announcements;



	• Ensure that all correspondence dealing with female members is dealt with by the Committee on a timely basis, that all meetings and actions are appropriately recorded; • Promote conduct by female members that is consistent with the IGC Member Code of Conduct; • Ensure the confidentiality of the Committee and its undertakings, except for communications and advices which have been approved for wider distribution by the Committee; and • Act as the women's representative on Membership Committee. The Women's Captain will: • Preferably be an experienced A-Grader or past A-Grader, who has been a member of the club for five years; • In conjunction with the Golf Operations Manager and the Match Committee, design the women's golfing program annually; • Perform women's golf-related duties including briefings and web-based information; • Lead and organises women's Pennant teams in accordance with IGC Pennant Selection and Management Policy; • Update female members on golf rules and any golf-related changes which may impact on the women's golfing program; • Act as the initial point of contact for golf related problems or issues whilst always being cognisant of the requirement to involve the Golf Operations Manager and Match Committee as appropriate; • Act as the women's representative on the Match Committee; and • Act as the Club's Delegate to the Brisbane & District Ladies' Golf Association. The Women's Vice President and Women's Vice Captain will deputise for the Women's President and Women's Captain, respectively, where necessary and will be totally cognisant of the duties and responsibilities for those for whom they are deputising. The members of the Committee will comply with the IGC Governance Charter as amended from time to time.
Level of Authority	The members of the Women's Committee have no authority to participate in the day-to-day management of the Club (this policy also applies to members of the Board). The Women's Committee will make relevant recommendations to the Board which will be subject to acceptance by the Board
Committee Membership	The Women's Committee will consist of: • The Women's President (who will be the Committee Chair); • The Women's Vice President, • The Women's Captain, • The Women's Vice Captain, plus



	Up to five additional elected Committee Members, one of whom is a representative of the weekend women As elected by the Women members. The IGC President, Club Captain, CEO or their nominated representative will attend meetings upon request from the Women's President but will not have voting rights. The Committee will nominate a Secretary who shall be responsible, in conjunction with the Chair, for drawing up the agenda and circulating it, supported by explanatory documentation, to Committee members prior to each meeting. The Secretary will also be responsible for keeping and circulating minutes. All Women's Committee members are to be elected for a two-year term. The members of the Committee will comply with the IGC Governance Charter as amended from time to time.
Elections	The members of the Women's Committee will be elected by the female members of the Club. Nominations will open mid-September each year for three weeks followed by an election period. The Women's President and Women's Captain will be the only specifically elected positions with all other committee positions being assigned to elected committee members.
Quorum	A minimum of: - the Women's President or her proxy, plus - three other Committee members present in person or by using any technology will constitute a quorum. The quorum must be present at all times during the meeting.
Frequency of Meetings	As required, preferably monthly.
Reporting Arrangements	- The Women's President will report to the Board via Committee meeting minutes and Board Meeting discussions as needed. - Upon invitation from the Club President, the Women's President and/or the Women's Captain will attend a Board meeting as guests to make recommendations or to put forward particular concerns and issues of the Women's Committee. - To the extent practicable, copies of the minutes of each Committee meeting will be included in the papers for the next full Board meeting after each meeting of the Committee. - Draft minutes shall be distributed to all Committee members, after the preliminary approval has been given by the Committee Chair. The minutes, agenda and supporting papers shall be made available to all Board members, providing no conflict of interest exists.



	• The minutes of each Committee meeting will be approved by the Committee at the next Committee meeting and signed by the Chair. • Minutes signed by the Chair shall be conclusive evidence of the matters recorded in such Minutes. • The Committee shall review its Terms of Reference and performance annually, or otherwise as it considers necessary. • The Terms of Reference may be amended at any time by a resolution of the Board.
Confidentiality	As per Board.



Investment Advisory Committee

Name of Committee	Investment Advisory Committee
Purpose	The purpose of the Investment Advisory Committee (IAC) is to advise the Board in relation to the investment and management of the Relevant Funds. In addition, where appropriate, the Board may extend the advisory role to incorporate a funding plan, including Relevant Funds and other financing sources, in relation to major capital projects and development plans for the Club (Capital Funding Plan).
Objectives & Deliverables	The IAC will: • assess, recommend, monitor and implement investment strategies in relation to the Relevant Funds; and • advise the Board in relation to the development and ongoing management of the Capital Funding Plan, as required. The primary responsibilities of the IAC are: • after considering the investment objectives and liquidity requirements advised by the Board, to provide the Board with advice and guidance on issues affecting the Relevant Funds, including: ○ initial preparation, and ongoing periodic review, of an Investment Policy to be recommended to the Board for approval. The Investment Policy shall outline and describe the investment guidelines, risk profile, investment strategy, portfolio construction and review, benchmarks and reporting requirements; ○ procurement and review of investment portfolio design and management proposals consistent with the Investment Policy; ○ recommendation of a portfolio investment management proposal, and ongoing changes thereto, to the Board; ○ establishment and implementation of the investment portfolio and ongoing changes; ○ periodic review and recommendations to the Board in relation to the performance of any investment managers including the termination and appointment of investment managers; ○ periodic monitoring and reporting to the Board (at least annually) of the performance of the investment portfolios against the Investment Policy and agreed benchmarks; ○ ensure compliance with any legislative requirements and disclosures, including taxation; ○ review transaction or financial issues that the Board requests that the Committee review; and ○ periodically review the IAC Charter and recommend to the Board amendments as required; and

Level of Authority	• monitoring the Capital Funding Plan and providing additional advice in respect of such funding as and when required. If any Committee member has a material personal interest in or an interest by way of a personal or other relationship to any matter being considered by the Committee, then that Committee member must give the Committee and the Board notice of that interest as soon as that member becomes aware of the interest. Such a notice must: • give details of the nature and extent of the interest; and • the relation of the interest to the affairs of the Club. The IAC is a Standing Committee of the Board pursuant to Articles 11.3 and 25(b) of the Constitution. Members of the IAC have no authority to participate in the day-to-day management of the Club (this policy also applies to Board directors). For the avoidance of doubt, the purpose of the IAC is: • To assist the Board in the effective discharge of its responsibilities for developing financial strategies for the Club concerning the Relevant Funds and, in particular, will: ○ make recommendations on to the Board on the investment strategy and the risk profile ○ advise in relation to the initial investment portfolio; ○ review the performance of the investment portfolio from time to time; ○ make recommendations to the Board about the investment portfolio construction and strategy as appropriate; and ○ to assist the Board in devising, undertaking and monitoring any funding options that the Club may adopt with respect to the Capital Funding Plan. • The Committee does not relieve any directors of their responsibilities for these matters. • The Committee is a Standing Committee of the Board. It plays an advisory role. • Other than to the Board, the Committee has no direct obligation to or from any management group, branch or Division. • The purpose of Committee does not extend to operational financial management of the Club. In particular, it is not the purpose of the Committee to provide any advice in relation to expenditure items to be undertaken by the club. The members of the Committee are not employees of the Club. The Committee: • is not required to personally conduct studies or reviews; and • is entitled to rely on employees of the Club or professional advisers or consultants engaged by the Club where: ○ there are reasonable grounds to believe that the employee, adviser or consultant is reliable and competent; and ○ the reliance was made in good faith and after making an independent assessment of the information.
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	The Committee must exercise the powers delegated to it in accordance with any directions, strategies, objectives or policies of the Board. Recommendations of the Committee, where the Committee has no delegated power, shall not be binding on the Club unless the recommendations are approved by the Board. The Committee may obtain reasonable independent professional advice to assist it in the proper exercise of its powers and responsibilities, with the cost to be borne by the Club.
Committee Membership	The IAC will consist of at least five members with: • at least one, but not more than two, of whom shall be directors of the Club; • not less than two ordinary members of the Club who are considered by the Board to have appropriate expertise and experience and are willing to act; and • if considered appropriate by the Board, one skills-based appointee appointed by the Board who may or may not be a member of the Club. as appointed by the Board on the recommendation of the President in conjunction with the People and Culture Committee. All Committee members shall be non-executive and independent as previously determined by the Board. The Committee shall appoint an appropriate individual as Committee Chair or, in his or her absence, such other person that the Committee may determine for that meeting. The Committee Chair shall not be a Board member. The IGC Finance and Commercial Manager will attend the meetings and will act as Secretary but will not have voting rights. The Secretary shall be responsible, in conjunction with the Chair, for drawing up the agenda and circulating it, supported by explanatory documentation, to Committee members prior to each meeting. The Secretary will also be responsible for keeping and circulating minutes. Committee members will be re-appointed each year at the Board meeting immediately following the Annual General Meeting. Club members who are appointed to the Committee will only serve two years unless the Board determines otherwise. The members of the Committee will comply with the IGC Governance Charter as amended from time to time.
Quorum	A minimum of: • one Director (who is a Committee member), plus • sufficient additional Committee members required to represent a majority of the members of the Committee present in person or by using any technology will constitute a quorum. The quorum must be present at all times during the meeting.

Frequency of Meetings	The Committee will meet at least four times a year, or more frequently as circumstances dictate. Meetings may be face-to-face or via telephone or video conference, or using other forms of communication, as considered appropriate by the Committee Chair. A member of the Committee may request that a meeting of the Committee be convened. The Committee Chair should consider calling an unscheduled meeting if requested to do so by an Committee member or the Board.
Reporting Arrangements	• The Treasurer will communicate the business of the Committee to the Board after each Committee meeting. • To the extent practicable, copies of the minutes of each Committee meeting will be included in the papers for the next full Board meeting after each meeting of the Committee. • Draft minutes shall be distributed to all Committee members, after the preliminary approval has been given by the Committee Chair. Minutes, agenda and supporting papers shall be made available to all Board members, providing no conflict of interest exists. • The minutes of each Committee meetings will be approved by the Committee at the next Committee meeting and signed by the Chair. • Minutes signed by the Committee Chair shall be conclusive evidence of the matters recorded in such Minutes. • The Committee shall review its Terms of Reference and performance annually, or otherwise as it considers necessary. • The Terms of Reference may be amended at any time by a resolution of the Board.
Confidentiality	As applies to Board

IGC Foundation Committee

Name of Committee	IGC Foundation Committee
Purpose	The purpose of the IGC Foundation Committee is to provide the Board with recommendations and decisions for matters relating to the operation of the IGC Foundation.
Objectives & Deliverables	The IGC Foundation Committee will oversee: • The receipt of tax deductible donations received from members (or members of the community) via the ASF who act as Trustee of the IGC Foundation. • The receipt of any bequeaths made by members (or members of the community). • The conduct of marketing programs to members from time to time under the direction of the Board as appropriate. • Identification of projects which align with the club's strategic plan and are worthy of nomination to the ASF for fundraising activities.
Level of Authority	Members of the IGC Foundation Committee have no authority to participate in the day-to-day management of the Club (this policy also applies to Board directors). Working with the CEO, the Committee will review options and make decisions on, but not limited to, the following matters: • Projects worthy of nomination to the ASF for fundraising • Fundraising activities for the IGC Foundation • Promotion of the IGC Foundation to Members • the Committee has no authority to expend CAPEX, and • All Committee must be reviewed by the Board before being implemented.
Committee Membership	The IGC Foundation Committee Chair will consist of: • The President (who will be the Committee Chair); • At least one other Board members; and • At least three other Club members who are appointed to the Committee as appointed by the Board on the recommendation of the President in conjunction with the People and Culture Committee. The CEO and other appropriate IGC staff will attend the meetings but will not have voting rights. The Vice-President shall be an ex officio member of the Committee. The Committee will nominate a Secretary who shall be responsible, in conjunction with the Chair, for drawing up the agenda and circulating it, supported by explanatory documentation, to Committee members prior to each meeting. The Secretary will also be responsible for keeping and circulating minutes. Committee members will be re-appointed each year at the Board meeting immediately following the Annual General Meeting. Club members who are appointed to the Committee will only serve two years unless the Board determines otherwise.

	The members of the Committee will comply with the IGC Governance Charter as amended from time to time.
Quorum	A minimum of: • the President, • the CEO or nominee, plus • two other Committee members present in person or by using any technology will constitute a quorum. The quorum must be present at all times during the meeting.
Frequency of Meetings	The Committee shall meet bi-monthly basis and at other times as required.
Reporting Arrangements	• The Committee Chair will communicate the business of the Committee to the Board after each Committee meeting. • To the extent practicable, copies of the minutes of each Committee meeting will be included in the papers for the next full Board meeting after each meeting of the Committee. • Draft minutes shall be distributed to all Committee members, after the preliminary approval has been given by the Committee Chair. The minutes, agenda and supporting papers shall be made available to all Board members, providing no conflict of interest exists. • The minutes of each Committee meeting will be approved by the Committee at the next Committee meeting and signed by the Chair. • Minutes signed by the Chair shall be conclusive evidence of the matters recorded in such Minutes. • The Committee shall review its Terms of Reference and performance annually, or otherwise as it considers necessary. • The Terms of Reference may be amended at any time by a resolution of the Board.
Confidentiality	As applies to Board

People and Culture Committee

Name of Committee	People and Culture Committee
Purpose	The purpose of the People and Culture Committee is to provide the Board with recommendations and decisions on: • matters relating to the employment of the CEO and Senior Managers, • nominations to and the make-up of Board Standing Committees and Working Groups, and • matters affecting the Club's culture as experienced by Members and Staff.
Objectives & Deliverables	The People and Culture Committee will oversee: • The annual performance review and remuneration arrangements of the CEO; • Remuneration levels for department heads/senior managers; • A structured nominations process for members wishing to be considered for membership of Standing Committees and Working Groups; • Recommendations to the Board on the make-up and structure of Standing Committees and Working Groups in support of the Club's Strategic Plan and with a view to longer term Board succession planning; • Planning, implementation and review of the annual member survey process; • Supporting the CEO in ensuring the Club's culture meets the objectives outlined in the Club's Constitution and Strategic Plan.
Level of Authority	Members of the IGC Foundation Committee have no authority to participate in the day-to-day management of the Club (this policy also applies to Board directors).
Committee Membership	The People and Culture Committee will consist of: • The President(who will be the Committee Chair); • The Vice President; • The Captain; and • The Treasurer. The CEO will attend the meetings but will not have voting rights. Note: Matters relating to CEO performance review and remuneration will be held in camera. The Committee will nominate a Secretary who shall be responsible, in conjunction with the Chair, for drawing up the agenda and circulating it, supported by explanatory documentation, to Committee members prior to each meeting. The Secretary will also be responsible for keeping and circulating minutes.
Quorum	A minimum of: • The President; plus • One other Committee member

	present in person or by using any technology will constitute a quorum. The quorum must be present at all times during the meeting.
Frequency of Meetings	The Committee shall meet on a quarterly basis and other times as required.
Reporting Arrangements	• The Committee Chair will communicate the business of the Committee to the Board after each Committee meeting. • To the extent practicable, copies of the minutes of each Committee meeting will be included in the papers for the next full Board meeting after each meeting of the Committee. • Draft minutes shall be distributed to all Committee members, after the preliminary approval has been given by the Committee Chair. The minutes, agenda and supporting papers shall be made available to all Board members, providing no conflict of interest exists. • The minutes of each Committee meeting will be approved by the Committee at the next Committee meeting and signed by the Chair. • Minutes signed by the Chair shall be conclusive evidence of the matters recorded in such Minutes. • The Committee shall review its Terms of Reference and performance annually, or otherwise as it considers necessary. • The Terms of Reference may be amended at any time by a resolution of the Board.
Confidentiality	As applies to Board

APPENDIX 2 –STANDING COMMITTEES

Committee	Name (* = chair)	Context	Role on committee	Vote
Finance & Risk 7	Malcolm Gillespie*	Director Treasurer	Board representative	Yes
	Rob Balmer	Director President	Board representative	Yes
	Paul Laxon	Director Vice-President	Board representative	Yes
	David Abbott	Director Captain	Board representative	Yes
	Pauline Sinclair	Director	Board representative	Yes
	Sally Todd	Staff Finance & Commercial Mgr	Staff representative	No
	Christian Gillott	Staff CEO	Staff representative	No
Membership 9	Rob Balmer*	Director President	Board representative	Yes
	Greg O'Meara	Director	Board representative	Yes
	Mary Burns	Member	Member representative	Yes
	Sue Spence	Member Women's President	Member representative	Yes
	Jackie Knowlman	Member	Member representative	Yes
	Nic Hawkins	Member	Member representative	Yes
	Stuart Bouvier	Staff Golf Operations Manager	Staff representative	No
	Kelly Moore	Staff Retail & Membership Mgr	Staff representative	No
	Christian Gillott	Staff CEO	Staff representative	No
Match 10	David Abbott*	Director Captain	Board representative	Yes
	Craig Whip	Director	Board representative	Yes
	Ken Ormiston	Director	Board representative	Yes
	Cathy Forth	Member Vice-Captain / Women's Captain	Member representative	Yes
	Kathy Rand	Member Women's Vice-Captain	Member representative	Yes
	Jane MacDonnell	Member	Member representative	Yes
	TBC	Member	Member representative	Yes

Committee	Name (* = chair)	Context	Role on committee	Vote
	Stuart Bouvier	Staff Golf Operations Manager	Staff representative	No
	Simon Warwick	Staff Assistant Golf Ops Manager	Secretary	No
	Christian Gillott	Staff CEO	Staff representative	No
Course 9	David Abbott*	Director Captain	Board representative	Yes
	Ben Cullinan	Director	Board representative	Yes
	Greg O'Meara	Director	Board representative	Yes
	Lyndal Plant	Member	Member representative	Yes
	David Hassall	Member	Member representative	Yes
	Danny Boyden	Member	Member representative	Yes
	TBC	Member	Member representative	Yes
	Christian Gillott	Staff CEO	Staff representative	No
	Ben Grylewicz	Staff Course Manager	Staff representative	No
People & Culture 5	Rob Balmer*	Director President	Board representative	Yes
	Paul Laxon	Director Vice-President	Board representative	Yes
	David Abbott	Director Captain	Board representative	Yes
	Malcolm Gillespie	Director Treasurer	Board representative	Yes
	Christian Gillott	Staff CEO	Staff representative	No
Women's 7	Sue Spence *	Member Women's President	Member representative	Yes
	Cathy Forth	Member Women's Captain	Member representative	Yes
	Kathy Rand	Member Women's Vice-Captain	Member representative	Yes
	Margot Hill	Member Women's Vice-President	Member representative	Yes
	Heather Allan	Member	Member representative	Yes
	Sue Rapson	Member	Member representative	Yes
	Angela Xie	Member	Member representative	Yes

Committee	Name (* = chair)	Context	Role on committee	Vote
	Terry Forwood	Member	Member representative	Yes
Investment Advisory 6	Geoffrey Brown*	Member	Member representative	Yes
	Malcolm Gillespie	Director Treasurer	Board representative	Yes
	Paul Laxon	Director Vice-President	Board representative	Yes
	Richard Meyers	Member	Member representative	Yes
	Paul De Beer	Member	Member representative	Yes
	Sally Todd	Staff Finance & Commercial Mgr	Secretary	No
Foundation X	Rob Balmer*	Member President	Board representative	Yes
	TBC			
	TBC			
	TBC			