



BOARD CHARTER

1. PURPOSE OF CHARTER

This Board Charter sets out the role, composition and responsibilities of the Board of Directors (“the Board”) of Croquet Australia, the conduct of which is also governed by the Croquet Australia Constitution, a copy of which is located at croquet-australia.com.au

A number of operational matters relating to the Board such as number of meetings per year, notification of interests, and election of directors are governed by the Constitution and are not reproduced here.

2. PURPOSE OF THE BOARD

The Board has two broad purposes, compliance and performance:

COMPLIANCE: conform with or exceed all legal requirements

Legal

- monitor constitution
- comply with directors’ responsibilities
- comply with laws
- monitor insurance requirements

Accountability

- monitor financials
- compliance audits

PERFORMANCE: assist Croquet Australia to perform to its best potential

Strategy and policy

- approve Vision/mission and ensure it is embedded into Croquet Australia’s operations
- approve strategic plan and policies and monitor regularly

Accountability

- overall performance of the organization
- board evaluation, succession planning
- report outcomes to stakeholders

Public Relations

- represent and participate
- keep stakeholders informed
- project a strong and positive image
- promote the vision
- facilitate cohesion
- protect the interests of stakeholders
- speak with one voice regarding Board decisions

Risk management

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

The Board, while meeting its responsibilities, is mindful of Croquet Australia’s mission and objects, as embodied in its Constitution.

3. ROLES AND RESPONSIBILITIES

The functions of the Board are to:

Provide effective leadership in:

- articulating Croquet Australia's values, vision, mission and strategies
- developing strategic (direction) plans and ordering strategic priorities
- maintaining open lines of communication and promulgating through Croquet Australia and with external stakeholders the values, vision, mission and strategies
- developing and maintaining an organization structure to support the achievement of agreed strategic objectives

Monitor the performance of staff against agreed performance indicators

Review and agree the strategic and business (action) plans and monitor the achievements of these plans.

Review and agree the annual budget proposed by the Treasurer and monitor the annual budget outcomes

Establish such committees, policies and procedures as will facilitate the more effective discharge of the Board's roles and responsibilities

Ensure, through the Board committees and others as appropriate, compliance obligations and functions are effectively discharged

Initiate a Board self-evaluation program and follow-up action to deal with issues arising and arrange for directors to attend courses, seminars and participate in development programs as the Board judges appropriate

Ensure that all significant systems and procedures are in place for the organization to run effectively, efficiently, and meet all legal and contractual requirements

Ensure that all significant risks are adequately considered and accounted for.

Ensure that organization has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.

Ensure that the Board's involvement in management of Croquet Australia is separated from its Governance role of setting and reviewing policy.

4. MEMBERSHIP AND TERM

The Constitution provides for a maximum of seven elected directors and a maximum of two appointed directors with a quorum of five directors to allow the transaction of business at Board meetings.

The Board consists only of independent directors; no member of the Board may be a member of the paid staff of the organization.

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

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

According to the Constitution, each director may serve a maximum of three two-year terms after which they are not eligible to be re-elected or appointed to the Board for a further two years.

5. BOARD CULTURE

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

Agendas

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

Norms

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

Beliefs

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

Values

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

6. REPORTING

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

Resolutions are first put to the Board in draft form (as a "Board Paper") and, once passed, are recorded in an appropriate document, such as a policy or procedure.

7. REVIEW OF CHARTER

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

8. PUBLICATION OF THE CHARTER

Key features of the charter are to be outlined in the organization Annual Report.

A copy of the charter is available at croquet-australia.com.au

Adopted by the Board, 14th October 2020



Jim Clement
Secretary to the Board