



BOARD CHARTER

PURPOSE OF CHARTER

This Board Charter sets out the role, composition and responsibilities of the Board of Directors ("theBoard") of Croquet South Australia (Croquet SA), the conduct of which is also governed by the Croquet SA Constitution, a copy of which is located [here](#).

At all times, the Constitution remains the ultimate guide to the operations of Croquet SA, and the provisions set out in this Charter should be read in conjunction with the Constitution.

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

The Charter reflects the ten principles of good not-for-profit governance established by the Australian Institute of Company Directors (Second Edition, 2019).

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

TERMINOLOGY

Throughout this document, some terms are used interchangeably, as follows:

- President and Chair are to be considered the same person.
- Chief Executive Officer (CEO) is referred to in this document. However, the Board may determine that no CEO be appointed or that another position(s) of management be appointed. Where CEO is mentioned in the Charter, it refers equally to any other position appointed to fill the same responsibilities as the CEO as outlined in this Charter.

1. PURPOSE AND STRATEGY

- 1.1 The Board of Croquet SA ensures that the organisation has established a clear purpose and strategies that align its activities to its purpose.
- 1.2 In establishing the organisation's purpose and strategy the Board, and individual Directors should ensure that:
 - a. The organisation's purpose is clear, recorded in its governing documents and understood by the Board. The Objects of Croquet SA are set out in the Constitution. The Board is responsible for setting the purpose founded on the Objects and communicating that purpose clearly and broadly.



- b. The Board, and individual Directors, should ensure that the purpose and strategies of the Board are consistent with the not-for-profit nature of the organisation. In this way, the assets and the income of Croquet SA shall be applied solely to further its objects, and no portion shall be distributed directly or indirectly to the members of the organisation except as genuine compensation for services rendered or expenses incurred on behalf of the organisation.
- c. The Board approves a strategy to carry out the organisation's purpose. The Board shall allocate time annually for strategic planning and regular time on the agenda of Board Meetings to monitor performance against the strategy. The organisation's purpose and strategy should inform board decision-making.

2. ROLES AND RESPONSIBILITIES

Directors

- 2.1 Directors of Croquet SA must understand their responsibilities as a Director consistent with the Constitution, general legal principles and statutory obligations. The Australian Charities and Not-for-profits Commission (ACNC) governance standards summarise the expectations of Directors briefly as follows:
 - a. To act with reasonable care and diligence;
 - b. To act honestly and fairly in the best interests of the organisation and for its purposes;
 - c. Not to misuse their position or information they gain as a Director;
 - d. To disclose conflicts of interest;
 - e. To ensure that the financial affairs of the organisation are managed responsibly; and
 - f. Not to allow the organisation to operate while it is insolvent.
- 2.2 Directors owe their duties to the organisation as a whole. This means that at all times, Directors of Croquet SA must act in the best interests of the organisation and its stakeholders (both current and future).
- 2.3 Where Directors are also members of croquet clubs or other stakeholder groups, they may reflect on the different perspectives that they hold from being a member of that club or group. However, their duty as a Director of Croquet SA is to the organisation, not the club or other stakeholder group.

The Board

- 2.4 The Board of Croquet SA is responsible for the organisation's overall governance, management, and strategic direction. The Board holds ultimate accountability for the performance and actions of the organisation.



- 2.5 The Board is comprised of the Directors of Croquet SA, and subject to quorum requirements, the authority vested in Directors is done so only when they act as a group.
- 2.6 Directors may be held legally responsible for the Board's decisions, even though they may not have supported the decision individually.
- 2.7 There are six key dimensions of the operations of the Board:
- a. Strategy – establishing strategies to guide, monitor and control the organisation's activities;
 - b. Resources – ensuring the appropriate resources are available to achieve the strategy and oversee their use;
 - c. Performance – monitor the organisation's performance;
 - d. Compliance – oversee processes to comply with legal and regulatory requirements;
 - e. Risk – oversee a risk management framework that supports informed decision-making by the organisation; and
 - f. Accountability – reporting progress and aligning the collective interests of members, stakeholders, Board, management and employees.

Delegation

- 2.8 The Board of Croquet SA may delegate some of its authority, but it cannot delegate its responsibility. The Board is still ultimately accountable for any of its powers exercised by others on its behalf.
- 2.9 Parts of the Board's authority that **cannot** be delegated are:
- a. Appointing, overseeing and evaluating the performance of the CEO (or equivalent position);
 - b. Approving the budget and strategy; and
 - c. Reviewing and approving financial reports.
- 2.10 The Board may determine to delegate other elements of its authority to Committees, staff, or other parties as it determines appropriate.

Board Committees

- 2.11 The Board of Croquet SA may establish Committees to assist the Board with their work under the Constitution.
- 2.12 Although the Board may delegate some of its responsibility or authority to a Committee, the Board remains accountable for the operation of its Committees and the use of any delegated authority by those Committees.



- 2.13 Membership of Committees is not restricted to Directors of the organisation. However, Directors can be appointed to Committees.
- 2.14 The Board determines the governance arrangements and Charter for Committees. The term of membership of a Committee shall not exceed the maximum terms applicable to Directors of the Board as set out in the Constitution.
- 2.15 Croquet SA has determined that the following Committees are established as ongoing Committees of the organisation:
 - a. Association Croquet Committee.
 - b. Golf Croquet Committee.

The Chair

- 2.16 The role of the Chair is to manage the business of the Board both inside and outside of Board Meetings.
- 2.17 At Croquet SA, the role of the Chair is performed by the person elected as President of the organisation, as set out in the Constitution.
- 2.18 The Chair does not hold greater authority than any other Director but will generally have additional responsibilities.
- 2.19 In Board Meetings, the Chair is responsible for facilitating discussion, ensuring that agenda items are dealt with in sufficient detail and that decisions are made appropriately.
- 2.20 Outside of Board Meetings, the Chair is responsible for overseeing a proper flow of information to the Board and maintaining a close link between the Board and management and being the spokesperson for the organisation.
- 2.21 The Vice-President is elected at the Annual General Meeting and deputises for the Chair in the Chair's absence.
- 2.22 Should a meeting of the Board or the organisation be convened, with the requisite quorum, and the President or Vice-President not be present, or those roles are presently vacant, Directors will elect a Chair from among their number for that meeting.

The Public Officer

- 2.23 The Board of Croquet SA is required to appoint a Public Officer of the organisation.
- 2.24 The responsibilities of the Public Officer include:
 - a. to facilitate corporate governance processes and support the operations of the Board;
 - b. to monitor compliance of the Board and its committees with the law, the organisation's governing documents and its internal policies; and



- c. to ensure the timely meeting of statutory obligations to statutory bodies.

The Treasurer

- 2.25 Croquet SA requires that a member of the Board be appointed to the position of Treasurer.
- 2.26 The role of the Treasurer is to oversee or (in the case that the Board engages no management persons) manage:
 - a. all monies received on behalf of Croquet SA and ensure its safe custody;
 - b. attend to payments of accounts;
 - c. maintain adequate and proper financial records and prepare all necessary financial reports;
 - d. report the financial position of the organisation every month;
 - e. prepare annual budgets;
 - f. provide advice on fees and levies;
 - g. report on the financial situation of the organisation to the members at the Annual General Meeting (AGM) and at other times as required; and
 - h. maintain relationships with suppliers and advisors.

Other positions

- 2.27 The Board of Croquet SA may determine that other positions of the Board be assigned to Directors, from time to time, to meet the organisation's requirements.
- 2.28 The Board will establish a position description for each position established that will include the following:
 - a. the title of the position;
 - b. whether the position is to be filled by a Director or another person; and
 - c. the responsibilities and any delegated authority of the position.

CEO and management

- 2.29 The Board may determine to appoint and delegate some of its responsibilities for the day-to-day management of Croquet SA to a CEO or similar position.
- 2.30 The Board shall set out the roles and responsibilities of the CEO in a position description and duty statement.

3. BOARD COMPOSITION

- 3.1 The Constitution of Croquet SA outlines the basis upon which Directors are elected or appointed to the Board. All matters relating to the composition of the Board must



adhere to the Constitution.

- 3.2 The Board of Croquet SA will consist of no more than seven Elected Directors and no more than two Appointed Directors.
- 3.3 No member of the Board may be a member of the organisation's paid staff.
- 3.4 Directors are required to be free from any interest and any business or other relationship that could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the organisation's best interests.
- 3.5 Membership of the Board shall be disclosed in the annual report, including whether a director is independent or not independent.
- 3.6 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 period of two years.
- 3.7 The Board is responsible for succession planning, including considerations regarding the diversity of gender, age, culture and expertise, to best serve the Board, the organisation and its stakeholders.

4. BOARD EFFECTIVENESS

- 4.1 The effectiveness of the Board of Croquet SA is centred on maintaining a considered, disciplined and professional approach to the practices of the Board.

Board Meetings

- 4.2 Consistent with the Constitution of Croquet SA, meetings of the Board are to be held at least six times per year. More meetings may be convened at the discretion of the Board.
- 4.3 The quorum for a meeting of the Board is more than half the number of current Directors but not less than three (3).
- 4.4 The period of notice for a Board Meeting is no less than seven days.
- 4.5 Board Meetings will be held at a time and place as agreed to by the Board.
- 4.6 Meetings may be legitimately convened by attendance in person or by approved telecommunications, as determined in the Constitution.
- 4.7 The Board will actively pursue consensus decision-making. However, should a poll be requested, by whatever method the Board agrees upon, the Board's decisions will be made based on a majority of votes in support by the Directors present.
- 4.8 The Chair of the Board does not have a casting vote.
- 4.9 It is expected that all Directors attend all meetings. However, it is acknowledged that Directors may on occasion require a leave of absence. Any Director who is absent for



three consecutive Board Meetings without permission from the Chair will have their position on the Board declared vacant, under the Constitution.

- 4.10 The Board should make every effort to schedule meetings of the Board at a time suitable for all Directors. Scheduling a regular, recurring time and date, with advance notice, for Board Meetings is considered to be addressing this requirement.

Board Agendas and Papers

- 4.11 An agenda will be prepared for all Meetings of the Board of Croquet SA and forwarded to all Directors on the Board no less than four (4) days before a Board Meeting.
- 4.12 The Board Agenda will be prepared by the Administrative Officer (or Public Officer if the position of Administrative Officer or equivalent does not exist) in consultation with the Chair.
- 4.13 Directors can request items to be included on the agenda for Board Meetings.
- 4.14 The agenda should include the following information:
- a. the date, time and location of the meeting;
 - b. the agenda items in order of process;
 - c. whether there is accompanying information regarding each agenda item;
 - d. the responsible person for each agenda item; and
 - e. whether the agenda item is for decision, discussion or for noting.
- 4.15 The agenda for Board Meetings should include the following items, at a minimum:
- a. welcomes and acknowledgements;
 - b. apologies;
 - c. declaration of conflicts of interest;
 - d. review and adoption of the minutes from the previous meeting;
 - e. matters for attention;
 - f. other business; and
 - g. close of meeting.
- 4.16 Board papers supporting agenda items should be provided to Directors in advance of each meeting whenever possible. Ideally, Board papers are circulated with the agenda no less than four (4) days before the meeting.
- 4.17 Board papers should provide sufficient information to inform Directors and enable them to make considered contributions to discussion and decision-making.

Board Minutes

- 4.18 Minutes of Board Meetings are to be taken for every meeting of the Board and are the



responsibility of the Administrative Officer.

- 4.19 The task of taking minutes may be delegated but remains the responsibility of the Administrative Officer.
- 4.20 Board minutes are not a transcript of the complete discussion at a meeting and should reflect the general debate regarding each agenda item and clearly state all decisions made. Where possible, individual Directors should not be named in the minutes unless it is unavoidable to do so, or a Director requests it.
- 4.21 Minutes shall be reviewed in draft form, initially by the Chair of the meeting and then circulated to all Directors for review. Minutes are to be confirmed by the Directors within seven days and then circulated to Members.

Board Planning

- 4.22 The Board of Croquet SA will undertake an annual planning process for Board Meetings to establish a Board Calendar that:
 - a. sets a schedule of agreed dates and times for regular Board Meetings, and
 - b. identifies key matters for consideration by the Board at different meetings throughout the year.

Induction of Directors

- 4.23 All new Directors of Croquet SA will receive an induction to the Board, consisting of:
 - a. the provision of relevant information, including the Constitution of the organisation, this Board Charter, strategic plans, recent Board Papers and Minutes, the Board Calendar and other information about their position;
 - b. an introduction to key individuals, including the CEO (if appointed), Administrative Officer, Chairs of Committees, the Public Officer (if different to the CEO), the Chair, and other Board Directors;
 - c. where appropriate a mentor relationship with an existing, more experienced Board Director; and
 - d. a briefing and/or training to familiarise the new Director with the organisation.

The Chair – meetings and management

- 4.24 The Chair of the Board is critical to the effective functioning of Board Meetings.
- 4.25 The Chair is responsible for the conduct of the meeting and ensuring that the agenda items are addressed.
- 4.26 The Chair should endeavour to encourage a collegiate approach to discussion and decision-making and provide clear and firm guidance to ensure that the proceedings of Board Meetings remain focussed and productive.
- 4.27 The Chair maintains a clear relationship between the Board and the Administrative



Officer (and/or Public Officer).

- 4.28 The Chair shall ensure that relationships between Directors and any positions of management are maintained respectfully.

Board Performance Review

- 4.29 The Chair of the Board is responsible for overseeing Board evaluations and reviews.

5. RISK MANAGEMENT

- 5.1 The Board is responsible for establishing a framework for identifying, monitoring and managing risks of consequence or potentially impactful to Croquet SA.
- 5.2 The risk framework shall include the following components:
- a. the establishment of an organisational appetite for risk;
 - b. definition of risk ratings; and
 - c. if appropriate establish a committee to monitor and manage risk on behalf of the Board.

6. PERFORMANCE

- 6.1 The Board of Croquet SA is responsible for monitoring the performance of the organisation in meeting its objectives.
- 6.2 As a not-for-profit, incorporated association, the Board is to ensure that the organisation's resources are applied appropriately to the organisation's purpose and not for the personal benefit of people involved with the organisation.
- 6.3 In monitoring the organisation's performance, the Board will oversee the appropriate and efficient use of resources, including financial, physical assets, human resources, and intellectual property.

Financial Performance

- 6.4 The Board is responsible for approving the annual budget for the organisation and ensuring that performance is measured against the budget at regular intervals.
- 6.5 Directors are required to read and understand financial statements, financial performance indicators, and other financial data to oversee the organisation's financial position.
- 6.6 The Board is to ensure that the organisation remains solvent. Solvency refers to the organisation's ability to pay its debts as and when they are due. Solvency can be monitored by assessing cash flow. A good indicator is the working capital ratio (the ratio of current assets to current liabilities).



6.7 **Non-Financial Performance**

- 6.8 The Board is responsible for monitoring non-financial performance measures that also indicate the effectiveness of the organisation.
- 6.9 Included in non-financial performance measures are:
- a. the performance of the CEO and Administrative Officer or other equivalent management positions;
 - b. activities and outcomes that are relevant to the organisation's purpose; and
 - c. activities and outcomes that impact members and other stakeholders of the organisation.

7. **ACCOUNTABILITY AND TRANSPARENCY**

- 7.1 As a principle, Croquet SA will employ appropriate reporting and communication measures to ensure that the organisation transparently discloses accurate, complete, relevant and necessary information for Members, stakeholders and other interested parties in a timely way.
- 7.2 The Members entrust the Board of Croquet SA to govern on their behalf. As a result, the primary accountability of the Board is to the Members of the organisation.
- 7.3 Beyond the Members, Registered Players and Registered Participants, the Board is accountable to a range of external stakeholders, including:
- a. regulatory bodies, government agencies and accreditation bodies;
 - b. customers and suppliers; and
 - c. financial institutions, funding bodies, and other individuals and organisations through commercial engagement.
- 7.4 Croquet SA will annually report its performance to its Members at the AGM. At the AGM, the Board will present the annual report and annual financial statements (compiled according to regulatory requirements) and provide the opportunity for Members to question the Board.

8. **STAKEHOLDER ENGAGEMENT**

- 8.1 The Board of Croquet SA is responsible for overseeing stakeholder engagement with Members, suppliers, government bodies, participants, and other interested parties.
- 8.2 The President, or other persons authorised by the Board, are the only people authorised to make public statements on behalf of Croquet SA.
- 8.3 The Board shall establish and monitor appropriate mechanisms to facilitate feedback



and engagement from stakeholders and act on information as required.

9. CONDUCT AND COMPLIANCE

9.1 The Board of Croquet SA is responsible for establishing policies relating to the conduct of the Board and frameworks to ensure compliance obligations are met.

9.2 The Board will establish:

- a. a code of conduct for Directors, staff and Members;
- b. policies and procedures to ensure that conflicts of interest are appropriately declared and managed;
- c. frameworks to protect people from unacceptable behaviours; and
- d. frameworks to allow the reporting of and action on misconduct.

10. CULTURE

10.1 The Board of Croquet SA is responsible for demonstrating behaviours and approaches that effectively shape a positive culture for the organisation.

10.2 The Board will establish the organisation's values in the organisation's strategic plan.

10.3 The Board will ensure appropriate measures are in place to monitor the culture of the organisation, which may include such measures as surveys (Board, staff, Member, participant, etc.), Work, Health and Safety reports, and complaints monitoring.