

1. MISSION

- 1.1. The Tennis Country Management Committee (Tennis Country) is a Standing Committee of the Tennis NSW Board (otherwise known as the Tennis Country Committee) established to provide advice to the Board and management relating to key strategic priorities for tennis in regional and rural New South Wales.
- 1.2. Tennis Country promotes the advancement of tennis in Regional NSW by:
 - 1.2.1. creating a clear line of communication between the Board, Regional Working Groups and other regional affiliates;
 - 1.2.2. advising on, and maintaining a Country Tennis Strategy;
 - 1.2.3. ensuring that robust governance practices are implemented in tennis across regional NSW that encapsulate the principles of stewardship, accountability and transparency; and
 - 1.2.4. upholding the values set out in the 1-Tennis Behaviour Framework throughout New South Wales to uphold a positive environment for the tennis community.

2. POWERS AND AUTHORITY

- 2.1. The Board has delegated to Tennis Country its general management power under clause 15.1 of the Constitution for the Transition Period to ensure the continued administration of tennis in country NSW, with the following exceptions:
 - 2.1.1. all appointments to Tennis Country are made in accordance with the Constitution;
 - 2.1.2. the Chair of any Regional Matchplay Committee will also be a member of Tennis Country;
 - 2.1.3. all matters concerning financial management, including expense acquittal and budget approval must be notified to the Audit & Risk Committee for recommendation to the Board;
 - 2.1.4. any policy development including guidelines, processes or protocols arising from the Tennis Country Review Implementation Plan must be notified to the Nomination, Remuneration & Governance Committee for recommendation to the Board.
- 2.2. Other than as provided in paragraph 2.1 above, Tennis Country is authorised to do all things necessary to carry out its duties and objectives set out in this Terms of Reference and is subject to the authority of the Board and at all times shall act in accordance with and not contrary to any direction of the Board.

3. DUTIES AND OBJECTIVES

- 3.1. Tennis Country will do all things necessary to implement the recommendations of the Tennis Country Review as adopted by the Board, including but not limited to:
 - 3.1.1. upholding its mission during the Transition Period; and
 - 3.1.2. developing a Country Tennis Strategy; and
 - 3.1.3. developing the TNSW Tennis Country Grants scheme.
- 3.2. Tennis Country provides strategic advice to the Board on tennis activities in Regional NSW and works closely with management to administer tennis activities in Regional NSW.
- 3.3. Tennis Country oversees the Regional Matchplay Committee in each Tennis Country Region.
- 3.4. Tennis Country oversees Country Representative Team selection and appointments to the Closed Country Championships Working Group.
- 3.5. Otherwise identify and/or undertake projects to advance tennis in regional NSW, including:

- 3.5.1. opportunities to promote tennis activities in Regional NSW, such as regional tennis conferences;
- 3.5.2. significant facility investment into Regional NSW;
- 3.5.3. develop the budget, policy, processes and framework for the distribution of annual Tennis Country grants to the regions;
- 3.5.4. provide a framework for the financial management of each of the Regional Matchplay Committees.

4. TENNIS COUNTRY REGIONS

- 4.1. The Board will determine the boundaries of each Tennis Country region, which will align with the boundaries set for the Sydney Metropolitan area.
- 4.2. Each Tennis Country region contains the local government area as set out in Appendix A.

5. TENNIS COUNTRY ADMINISTRATION

- 5.1. The administration of Tennis Country will be in accordance with the Company's Constitution, unless specified below.

Composition

- 5.2. Tennis Country is to be composed of members appointed from the Tennis Country Regions (Members).
- 5.3. The TNSW CEO will nominate one TNSW Management representative who will sit on the Committee but have no voting rights.
- 5.4. The Chair of Tennis Country must be a Director.
- 5.5. The Directors elected under clause 14.2(a)(ii) of the Constitution will be *ex officio* members of Tennis Country.
- 5.6. The Board may consider appointing Miscellaneous Members to ensure fair representation across regional NSW as well as for independence, diversity and inclusion, as it sees fit.
- 5.7. The term of appointment to Tennis Country is for an initial two-year term, and thereafter for a period of one year unless otherwise resolved by the Board.
- 5.8. From time to time the Board may agree to guidelines relating to the qualifications and skills of Members, and terms and conditions of appointment to Tennis Country.
- 5.9. Any Director may attend a Tennis Country meeting as an observer but does not have speaking rights unless expressly invited by the Chair.

Meetings

- 5.10. Meetings will be held usually 4 times a year on dates determined by Tennis Country Chair, or more frequently if required or desirable.
- 5.11. Meetings may be held electronically by any form of technology that enables the proper operation of the meeting.
- 5.12. The general rules (contained in the company's Constitution, By-Laws or otherwise) which apply to the preparation and notice for and conduct at Board meetings will apply to Tennis Country meetings.
- 5.13. Tennis Country may pass a circulating resolution if all members entitled to vote do so in favour of the resolution.

- 5.14. In the case of equality of votes on a motion, the chairperson does not have a casting vote and the motion will fail.

Reporting

- 5.15. The Company Secretary or their nominee will be responsible for taking the minutes of Tennis Country.
- 5.16. Minutes of Tennis Country meetings must be circulated to all Members as soon as practicable after the meeting for ratification and will be signed by the Chair.
- 5.17. Following each meeting of Tennis Country, the Chair will provide the Board with a report addressing Tennis Country's progress against its duties and objectives as set out in this Terms of Reference, its work plan and any recommendations together with a copy of the minutes of the meeting.
- 5.18. Tennis Country will review its performance and these Terms of Reference at least annually and make recommendations to the Board.

Confidentiality

- 5.19. All Tennis Country discussions are to remain strictly confidential.
- 5.20. The agendas, committee papers and minutes of Tennis Country meetings will be stored securely in the TNSW Board software solution and kept by the Company Secretary.
- 5.21. A request to access Tennis Country-only documents by a Regional Working Group can only be granted with permission of the Board.

Transition Period

- 5.22. During the Transition Period, Tennis Country will:
- 5.22.1. In collaboration with Management, plan and develop the Tennis Country Strategy to compliment and align with the relevant TNSW Strategic Plan which has been endorsed by the Tennis NSW Board at that time;
 - 5.22.2. oversee the management of the Regional Matchplay Committees and provide direction in relation to any matter the implementation of the Tennis Country Review;
 - 5.22.3. ensure the continued delivery of regional tournament plans;
 - 5.22.4. draft the Regional Matchplay Committees Terms of Reference for approval by the Board;
 - 5.22.5. define the regional boundaries for the Tennis Country Regions to align with the revised boundaries in the Sydney Metropolitan area for approval by the Board.

6. REGIONAL MATCHPLAY COMMITTEES

- 6.1. The purpose of the Regional Matchplay Committees is to work alongside TNSW management to consider and deliver competitive playing opportunities for the entire tennis community, including but not limited to juniors, open, seniors, interclub matches and regional leagues.
- 6.2. Otherwise assist and provide strategic oversight to Tennis Country on matters relating to tennis in Regional NSW, including but not limited to:
- 6.2.1. the delivery for Regional Zonal squads alongside the National Development Squad team based at Sydney Olympic Park Tennis Centre;
 - 6.2.2. player and athlete development for regional tennis players;
 - 6.2.3. oversee delivery and develop new key Tennis Country events including Inter-regional and Intra-regional competitions, regional representative teams.
- 6.3. The Regional Matchplay Committees are governed by the procedures set out in this Terms of Reference and any other policy or protocol approved by the Board.

- 6.4. The Chair of the Regional Matchplay Committee will be appointed by the Board and may be a Member of Tennis Country.
- 6.5. The election of the Regional Matchplay Committees members will be facilitated by an annual regional meeting in a format approved by Tennis Country.
- 6.6. Following each meeting of a Regional Matchplay Committee, a copy of the minutes will be sent to the Company Secretary and Chair of Tennis Country and they will be included on the agenda for the following meeting of Tennis Country.
- 6.7. During the Transition Period, the Regional Matchplay Committees will continue to operate under their existing Charter, subject to direction by Tennis Country in relation to financial arrangements and the requirements for general meetings.

7. DEFINITIONS

In these terms of reference, the following words have these meanings when they begin with a capital letter in the text:

Board	Board of Tennis New South Wales Ltd.
Chair	The person authorised to preside at a Tennis Country meeting as appointed by the Board.
Company	Tennis New South Wales Ltd.
Company Secretary	The person appointed to the position of Company Secretary of the Company.
Director	A Director of the Company.
Members	The persons appointed to Tennis Country in accordance with clause 5 of this Terms of Reference.
NRGC	The Nomination, Remuneration and Governance Committee, a Standing Committee of the Board.
Regional Matchplay Committee	The committees appointed in accordance with clause 6 of this Terms of Reference
Regional NSW	The Tennis Country Regions as set by the Board outside of the Sydney Metropolitan area.
Tennis Country Region	An area within New South Wales defined by regional boundaries set by the Board from time to time for the purpose of tennis administration in regional and rural New South Wales.
Standing Committee	Any standing committee of the Board in accordance with clause 16.10 of the Constitution.
Tennis Country Review	The Tennis Country Governance and Operating Model Review conducted by McLaughlin Sports Consultancy and adopted by the Board.



Tennis Country Management Committee Terms of Reference

Approved: 13 May 2021 | Version: 1.1

NSW

Transition Period

A period of 12-months from the effective date of this Terms of Reference or until the Country Tennis Strategy is approved by the Board, whichever is first.

Reviewed and approved by Board: 13 May 2021

Next review: 1 January 2022