

Royal Queensland Lawn Tennis Association Ltd (ACN 009 713 544)

BOARD CHARTER

1. ROLE OF THE BOARD

The Corporations Act 2001 and the Constitution of Royal Queensland Lawn Tennis Association Ltd clearly establishes that the Tennis Queensland Board of Directors is ultimately responsible for all matters relating to the running of Tennis Queensland (TQ). As such Directors will be required to sign a Code of Conduct referenced in Section 23.

The Board has delegated certain management responsibilities to Tennis Queensland Management, such that the Board's role is to govern the organisation rather than manage it. It is the purpose of senior management to manage the organisation in accordance with its delegated authority and under the direction of the Board. Thus, except when dealing with specific management delegations of individual directors (particularly executive directors), it is misleading to refer to the management function of the board without reference to the role that Tennis Queensland management holds.

In general, the Board is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of TQ. It is required to do all things that may be necessary to be done in order to carry out the objectives of the Company. The Board has the final responsibility for the successful operations of the Company. Without intending to limit this general role of the Board, and in addition to the statutory responsibilities, the specific or principal functions and responsibilities will include:

- a) acting as an interface between TQ and stakeholders;
- b) monitoring the risk and compliance management systems of TQ;
- c) setting the goals of TQ, including short-term, medium-term and long-term objectives;
- d) providing the overall strategic direction of TQ;
- e) determining policies governing the operations of TQ;
- f) appointing and approving the terms and conditions of the appointment of the CEO;
- g) reviewing and providing feedback on the performance of the CEO;
- h) endorsing the terms and conditions of senior executives;
- i) establishing and determining the powers and functions of the committees of the board, including but not limited to the Audit and Risk Committee;
- j) approving major operating plans, including the strategic plan;
- k) approving the annual budget and long-term budgets;
- l) approving all significant operational expenditures outside budget (see the Delegations Schedule for specific details);
- m) sales and reinvestment of investment assets in excess of 5% of the total gross assets;
- n) reviewing the annual progress and performance of TQ in meeting the objectives of the Company, including reporting the outcome of such reviews; and
- o) reviewing updated financial forecasts throughout the year.

The Board is only ever empowered to act collectively, through formal Board decisions and a Board's ability to carry out its leadership role effectively depends on its ability to make strong judgement-base decisions for the Company.

The Board functions, responsibilities and accountabilities of the Board as a whole (as opposed to the roles and responsibilities of Directors as individuals).

2. Board Structure

In line with good governance principles, the TQ Board believes that it is essential for its structure to reflect the need for independence, transparency and flexibility.

As determined by the constitution, the structure of the Board will comprise the following:-

- a) 6 Elected Directors; and
- b) up to 3 Appointed Directors.

The 6 elected Directors are elected by a vote of Members in accordance with the Royal Queensland Lawn Tennis Association Ltd (RQLTA) Constitution and each has a term of 3 years. The appointment of a Director will be confirmed by a Consent to Act Letter. Appointed Directors are appointed by the Board and have a term of 3 years from the date of appointment. The Directors elect, from either the 6 Elected Directors or 3 Appointed Directors, a Director to be the Chairperson at the first Board Meeting to occur immediately following the Annual General Meeting each year. The appointed Chairperson has a term of 1 year from the date of appointment, regardless of their term as a Director. In addition, a Board elected Deputy Chairperson will be appointed from either the 6 Elected Directors or the 3 Appointed Directors with the Deputy Chairperson remaining in the position for 1 year. The Chairperson and Deputy Chairperson will be appointed the Member Representatives to Tennis Australia.

An organisational and governance chart is contained in [Schedule B](#).

The Chief Executive Officer of TQ will be required to attend board meetings but will not be a Director and will not have any voting rights.

Subject to the Constitution and requirements in relation to Board representation, the Board should endeavour to contain a relevant blend of expertise in:

- a) Tennis industry experience
- b) finance and accounting
- c) marketing
- d) management and strategy
- e) specific technical and industry expertise
- f) practicing governance
- g) human resources
- h) public relations
- i) risk
- j) legal

3. Role of Individual Directors

The Code of Conduct signed by each board member details the general responsibilities of the external Board members.

TQ Board members focus on strategy development and monitoring implementation against strategy and budget, including:

- a) Business and financial performance against strategies, plans and budgets;

- b) Risk management and compliance.
- c) Advancing the sport of tennis in Queensland
- d) Addressing the requirement of the Regions, members, affiliates and registered players.
- e) Assisting Tennis Australia (TA) in advancing the sport in Australia.

In accordance with the roles of Company Directors, statutory requirements, and in keeping with developments at common law, TQ Board members will:

- a) discharge their duties in good faith and for a proper purpose. They will act in the best interests of TQ with the level of skill and care expected of a Board member of a major company.
- b) owe a fiduciary duty to TQ using the powers of office for a proper purpose, have due regard for the government and private stakeholder interests and the best interests of the business as a whole.
- c) act with required care and diligence, demonstrating commercial reasonableness in their decisions.
- d) manage conflicts of interest in accordance with the Corporations Act, for the benefit of TQ and its stakeholders.
- e) not make improper use of information gained through their position as a Board member.
- f) not take improper advantage of the position of Board member.
- g) not allow personal interests, or the interest of any associated person, to conflict with the interests of the business and its stakeholders.
- h) make reasonable enquiries to ensure that the Committees are operating efficiently, effectively and legally towards achieving goals.
- i) undertake diligent analysis of all proposals placed before the Board.

Board members decide what Board matters are delegated to either specific Board members or management and what controls are in place to oversee the operation of these delegated powers.

Board members have no individual authority to participate in the day to day management unless done so at the specific request of the CEO and assent of the Board. This includes making any representations or agreements with suppliers, customers, employees or other parties or organisations.

Board members are expected to give of their specific expertise generously to the business.

Board members are expected to be forthright in Board meetings and have a duty to question, request information, raise any issue, fully canvas all aspects of any issue confronting the business and cast their vote on any resolution according to their own decision. However, outside the boardroom, Board members will support the letter and spirit of board decisions in discussions with joint venture partners, suppliers, customers, staff and other parties.

Board members will keep confidential board discussions and deliberations.

Confidential information received by a Board member in the course of the exercise of directorial duties remains the property of the company from which it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the person from whom the information is provided, or is required by law.

A Board member should not engage in conduct likely to bring discredit upon the Company.

A Board member has an obligation, at all times, to comply with the spirit, as well as the letter of the law and with the principles of this code.

A Board member shall, in good faith, conduct himself or herself in a manner which is consistent with generally accepted procedures for the conduct of meetings at all meetings of the Board.

4. Director Eligibility and Screening

As described in the Constitution, a director must hold or be eligible to hold a Blue Card as well as obtain and a National Police Check to ensure no convictions of a criminal offence.

In accordance with Section 1272 of the Corporations Act, all directors must also hold a Director ID issued by the Australian Business Registry Service

5. Conflicts of Interest

The common law fiduciary duty of Directors, as directors, to act honestly and in the best interests of TQ includes statutory duties of the Corporations Law including not to misuse position or information to gain an unfair advantage, to act honestly and to disclose conflicts of interest.

Defining a conflict of interest

A conflict of interest may arise when a Director or a related party of a Director may **directly or indirectly** derive a benefit in relation to or as a consequence of a decision to be made or action to be taken by TQ **and** that Director participates in or is in a position of influence in relation to that decision or action.

Key stakeholders of the company, generally through lack of factual information, may **perceive** a Conflict of Interest either for a Director or the Company itself. When a Director becomes aware of such a perception they should bring it to the attention of the Board for active management.

For the purposes of this Charter a **related party** of a Director will include:

- a) Close family members (including spouse, de facto spouse, parents, children) or business associates;
- b) Companies, partnerships or trusts where the Director is a shareholder, employee or director or otherwise derives a benefit from the company, partnership or trust.

Potential conflicts of interest for Directors may include:

- a) A contract with TQ (eg supply of services);
- b) Related-party loans, guarantees and other transactions;
- c) Profiting from an opportunity that rightfully belongs to TQ (eg competing with company for tenders);
- d) Activities for selected regions and clubs only.

In most cases a Director will have a conflict of interest where the Director or a related party of the Director has a **material personal interest** in the outcome of the matter. This involves two considerations:

1. *Does the Director or a related party to the Director have an **interest** in the outcome of the matter?*

The Director will have an interest where there is a connection between the Director or related party of the Director and the matter.

For example, the Director would be considered to have an interest in a proposed arrangement between TQ and a particular third party if the Director was a shareholder of the third party, or a member of the Director's family owns or works for that party.

2. *Is the Director's or related party's interest **material**?*

The interest will be **material** if it has the potential to have a material or significant impact on the Director or their related party. Whilst it is useful to determine whether a matter is or is not material by reference to financial impact or gain the Director or related party would have, other factors may also be relevant.

If the Board deems that the conflict is immaterial, the Board may agree that the relevant Director can remain in the room during discussion of the issue and vote on the issue.

Managing a Conflict of Interest

To manage conflicts of interest in accordance with the requirements of the Corporations Law and the Constitution, the Board requires the following guidelines to be adhered to by Directors:

- a) all Directors to declare their conflicts of interest annually for the purpose of updating the register of interests and related party transactions. All Directors must advise the Company Secretary of any changes to the information previously provided within 7 days of the change;
- b) the Board will determine whether conflicts are **material** or **immaterial**;
- c) Board papers and minutes of discussions that relate to confidential and strategic matters subject to potential conflicts be amended (confidential and strategic matters removed) before distribution to the particular Director with the conflict;
- d) subject to the matters on the Board's meeting agenda, that a Director declare potential conflicts at the start of the Board meetings and always absent themselves (exit and re-entry should be minuted) from the relevant parts of a Board meeting and discussion, and abstaining from voting in respect of the matter;
- e) the Company Secretary should maintain a standing Register of Interests;
- f) no financial benefit can be given to a related party of a Director unless approved by the Board;
- g) Entertainment, hospitality or gifts for material conflicts of interest is registered.

A Director seeking clarification in relation to these guidelines can consult with the Chairperson or the Company Secretary as the Corporations Law provides some exceptions to the general rules espoused in the guidelines. The Company Secretary can also arrange to provide a standing notice about an interest and will record it in the Board minutes.

Any commissions or rebates that are received directly by Board members from suppliers or associated companies, service providers or retailers must be disclosed to the Board in accordance with the conflict of interest provisions.

The Company Secretary will maintain a Register of Related Party Transactions.

Access

As there is the occasional need for Directors to be contacted urgently, they should leave with the Company Secretary any contact details, either for themselves or for a person who knows the location of the Directors, so that members can be contacted within 24 hours in cases of a flying minute or other business.

6. Role of the Chairperson

The Chairperson will:

- a) chair Board meetings.
- b) chair the AGM and other general meetings of the Company
- c) establish the agenda for Board meetings, in consultation with the CEO.

If the Chairperson is not present within 15 minutes after the time appointed for the holding of that meeting, the following shall preside as Chairperson in the following order of entitlement –

- a) a Director chosen by a majority of the Directors present
- b) the only Director present
- c) a Member chosen by a majority of the Members present

The Chairperson shall not be entitled to vote or participate in the deliberations on any matter in which he/she has a personal interest.

In particular, the Chairperson will:

- a) be the major point of contact between the Board and the CEO
- b) ensure the CEO remains the major point of contact in operational matters
- c) be kept fully informed by the CEO on all matters which may be of interest to Board members; and
- d) regularly review with the CEO and such other senior officers as the CEO recommend, progress on important initiatives and significant issues facing the business
- e) provide mentoring for the CEO
- f) participate in the CEO evaluation process
- g) commence the annual process of Board and Director evaluation

7. Role of the Company Secretary

The Company Secretary will:

- a) ensure that the Agenda and board papers are forwarded to members within five working days before the Board meeting
- b) attend and minute Board meetings
- c) ensure all corporate compliance and legislative requirements are fully met
- d) subject to provisions for shorter notice of a Board meeting, the secretary shall notify the members in writing at least 14 days in advance of a meeting of the Board
- e) action items and liaise between management and the Board on matters being referred for Board consideration
- f) Administer the process for actioning any flying minutes

8. Role of the CEO

The CEO will consult with the TQ Board on the appointment of staff who are direct reports to the CEO.

The CEO reports to, and is accountable to the Board. On matters that require TQ Board approval or recommendation, these must be referred to the Board as part of the approval process for that matter.

The CEO is obliged to keep the Board informed on all significant issues and strategic matters relating to the operations of the business.

Where the Board is allocated a role or function (approval power or recommendatory/advisory function), the CEO must bring the matter to the Board in a timely way to obtain endorsement/comment.

9. Board Meetings

Meeting Frequency, Time, Location and Attendees

Unless otherwise constituted, the Board will meet at least on a quarterly basis. An annual list of Board meeting dates will be provided to members at the start of each year.

Alternatively, a Board meeting can be convened when:

- a) the Board or Chairperson determine; and/or
- b) Any Board member calls a meeting.

In such situations, a minimum of five days' notice must be given. The meeting will occur at the Queensland Tennis Centre at 190 King Arthur Terrace, Tennyson QLD or via videoconference, and will normally run from 7.30am until 3:00pm.

Attendees will comprise all Board members, the CEO, Company Secretary as well as the senior executives scheduled to give presentations and other parties needing decisions to be taken by the board.

Meeting Cycle

An indicative cycle for the Board meetings is:

<u>Event</u>	<u>Timeframe</u>
Board Meeting	
Draft minutes & action list sent to Chairperson	4 days after meeting
Draft minutes sent to board members	7 days after meeting
Draft agenda prepared by secretary and sent to Chairperson	11 days prior to meeting
Full agenda finalised and confirmed by Chairperson	9 days prior to meeting
Papers circulated to board members	7 days prior to meeting
Accounts finalised and available for review	7 days prior to meeting
Pre or post Board meeting discussions on tennis	Pre or post meeting

Board Meeting Agenda and Meeting Papers

Draft agenda

An agenda will be prepared for each board and committee meeting. The board meeting agenda will generally follow the format outlined on the following page.

Item

Apologies and welcome

Confirmation of previous minutes

Action report / matters arising

Matters for Decision

Matters for Discussion of Future Strategic Decisions

Executive Report, incorporating but not limited to;

Risk reporting

Financial reporting (including P&L, balance sheet and debtors)

Monitoring performance of TQ Strategy

Other current significant issues Impacting on Performance, Forecast, Management Initiatives, Performance of the Investment Committee and Advisory Board, Progress against Key Strategies, Emerging Issues, and Any Non-Compliance Issues / Events.

Presentations by Executive Management

Monitoring performance of TQ & affiliated Companies

Monitoring performance of the State Tennis Centre

Monitoring performance of any Boards Committees

Monitoring performance of the Regions

Monitoring executive performance

Approving Delegations

General Business

Appendix A – Appendices provided for information

Agenda Preparation and Paper Circulation

The Company Secretary should prepare a first draft of the coming agenda for review with the CEO.

The CEO in consultation with the Chairperson should review the first draft of the coming agenda.

The draft agenda should be prepared in detail by the Company Secretary based on the review conducted by the Chairperson and CEO.

The final agenda should be sent to the Chairperson for ratification.

The CEO together with the Company Secretary is responsible for the preparation and circulation of board papers.

Meeting Processes

Matters arising from the minutes

This item will normally cover any item from the previous minutes about which any attendee requires further information or a progress report and which will not be raised in the main body of the meeting.

In the first instance the Chairperson will flag matters for reporting. At the end of the chairperson's flagged "Items Arising", any other attendee is free to raise any item. Items will either be dealt with as raised, or it will be noted where in the agenda the item is planned to be discussed.

Each item raised and the response will be recorded in the minutes of the meeting.

Invitees

As determined by the Chairperson, individuals may be invited to attend Board meetings from time to time, either to address specific items of business or observe the proceedings.

Quorum

A quorum for a meeting of the Board is 4 directors. No business can be transacted at a Board meeting unless a quorum is present at the time when the meeting processed to business. Directors can vote in person or by proxy.

Business Cases

When a business case is being presented to the Board it will be rigorous and include all supporting information to assist the board in making a recommendation. At the very least it will cover:-

- a) The recommendation being put to the board for decision.
- b) An executive summary
- c) Links to the approved Strategic and Business Plans
- d) Introduction and background information
- e) Evaluation of alternative models and options
- f) Financial models including details of any independent analysis and verification.
- g) Risk analysis and mitigation strategies
- h) Key assumptions
- i) Sensitivity analysis
- j) Copies of any due diligence undertaken
- k) Copies of all supporting documentation as appendices.

Business cases requiring a recommendation or decision by the Board will be circulated at least 7 days prior to the meeting at which the business case is being considered.

10. Board Minutes

Minutes will contain a brief review of the discussion plus the official resolution adopted by members.

All decisions will be recorded by means of a formal resolution.

The draft resolution will be contained as the first item of each set of documentation set out in board papers.

The Chairperson will read the precise resolution before the Board and ask for all in favour and those against. The exact wording will be recorded and whether the resolution was carried or defeated but will not contain the number of votes.

Members who dissent can ask to have their decision noted in the minutes.

Minutes will be prepared in draft form by the Company Secretary and provided to the Chairperson for changes within four working days of the meeting.

Once the minutes have been adopted by the Board as an item of business they cannot be amended.

Resolutions in writing (Flying Minutes) will be provided in accordance with the RQLTA Constitution and must be approved by a unanimous vote of Board members.

The Company Secretary will maintain a complete set of board papers at TQ's registered office.

It is recommended that each Board member also maintain a complete set of board papers.

11. Board Committees

Should any Board Committees be established, they should have a statement of purpose or charter approved by the Board.

Committee charters will be reviewed annually. (Refer Appendices)

12. Board Calendar

The annual Board Calendar will normally comprise approximately 6 Board meetings per year based on a yearly schedule with additional meetings for Member Meetings, AGM, annual performance reviews, and strategic and budget planning workshops.

The Company Secretary will maintain a rolling board calendar which will be updated as part of the board papers.

MONTH	MEETING	STANDING AGENDA ITEMS (work in progress)
February		
	Board of Directors	<i>Strategic Review meeting</i> <i>Budget development timeline</i> <i>Annual Company Statement Review</i>
April / May		
	Board of Directors	<i>Draft Budget presentation</i>
May	COMPANY MEETING	
June		
	Board of Directors	<i>Budget Approval and Strategic Plan Approval (if required)</i>
August		

 Board of Directors

End of Financial Year Results
Board Evaluation Review
Yearly CEO Performance Review

October

 Board of Directors

Audit review
Tennis Australia Board Elections
Strategic planning

November
ANNUAL GENERAL MEETING
COMPANY MEETING

November/December

 Board of Directors

Review of Committee structure
Review of Committee positions

13. Strategy Formulation

The Board will be fully involved in the development of the strategic plan. This will be undertaken in conjunction with Executive management. A Strategic Planning Framework is contained in [Schedule A](#) that details the respective responsibilities of the board and the executive management team.

Progress on the strategic plan will comprise part of the CEOs board report. The strategic planning cycle is:

- a) The Executive management team reviews the current strategic plan in February each year.
- b) A discussion of information and process for strategic planning is covered at the February Board meeting.
- c) The draft strategic plan is then discussed and signed-off in the April Board meeting.
- d) A Strategic review will occur in an annual board-management strategic review meeting that will be held in conjunction with the September board meeting.

It is expected that all papers requiring significant resource decisions will address how the decision is related to the agreed strategy.

14. Service / Advice / Contacts

It is recognised that a key component of board member duties is providing a sounding board for CEO ideas.

In recognition that the CEO-Board relationship is critical to effective corporate governance, board members of the TQ Board should provide frank and honest advice to the CEO.

Similarly, all advice should be constructive in nature and provided in a positive manner.

Where appropriate, board members should recommend possible alternative advisers if they do not feel adequately trained to assist.

Board members are expected, where appropriate, to employ business contacts in the furthering of the Companies interests.

Similarly, board members are expected to actively promote the organisation as widely as possible.

15. Compliance

TQ is a company of integrity and companies of integrity do not breach the law or ethical standards. It is part of the philosophy of TQ that it will at all times comply with the law (or particular laws) and will demonstrate ethical behaviour.

Every officer, contractor and professional services provider of the Company is required to comply with all aspects of the law and to act ethically, at all times. No person who wilfully breaches the law and is prosecuted will receive support from the Company.

The Company Secretary (or as otherwise delegated by the Board) is charged with overseeing the Company's Compliance System. The Company Secretary will work in conjunction with relevant managers to ensure that all areas of compliance are covered within the Company.

The company takes very seriously its compliance obligations, and the Board will ensure that TQ complies with its obligations under legislation and the RQLTA Constitution.

The Board will also monitor compliance of the Audit and Risk Committee and ensure that it operates within the boundaries of its delegations and authorities.

The implemented process will be in accordance with AS ISO 19600:2015.

Compliance exceptions will be reported by the Company Secretary to both the CEO and the Chairperson of the Board. The CEOs report to each Board Meeting shall contain a section for reporting compliance exceptions and the Company Secretary may be required to elaborate on any relevant aspects of this report.

16. Delegations

In accordance with Section 198D of the Corporations Act 2001 the TQ Board has established delegations of authority relating to the following matters:

- a) Financial Delegations
- b) Employment Delegations
- c) Sub-Committee Delegations
- d) Contract and Agreement Delegations
- e) IT Delegations

- f) Strategic Delegations
- g) Regional Assembly Delegations

These delegations are detailed in the Delegations of Authority Policy.

17. Relationship of Board with Management

Management of the day to day operation of TQ is to be conducted by or under the supervision of the CEO, appointed by the Board, and by those officers and employees to whom the management function is properly delegated by the CEO.

Communication between Directors and management will primarily be through the Office of the CEO. When Directors seek clarification regarding information provided to Directors, or are seeking information about TQ generally, this may be sought directly from the appropriate senior manager but facilitated through the CEO. When Directors are providing information about opportunities for TQ, this should always be through the CEO.

18. Director Protection

As a general rule, a Director has three key areas of protection—the right to information, the indemnity provided to Directors by TQ and the ability to insure against specific risks of being a Director. Therefore, as a matter of policy, the following measures of board member protection will apply.

All of these issues have been passed in a formal resolution of the board.

Information-seeking protocol

Directors will adhere to the following protocol when seeking information:

- a) Approach the CEO to request the required data.
- b) If the data is not forthcoming, approach the Chairperson.
- c) If a resolution is still not forthcoming, write a letter to all board members and the CEO detailing the information required, the purpose of the information, and who the Director intends to approach in order to obtain the information.
- d) As a last resort, employ the provisions of the Corporations Act.

Access to board papers and legal advice

The complete set of board papers held by the Company Secretary is held on behalf of each Director (individually) for a period of at least seven years.

Directors are entitled to access the papers for the period when they were a Director on request, even if they have ceased to be Directors, and this policy has been adopted as a formal Board resolution.

All documentation containing or seeking legal advice will clearly state that the legal advice is sought both in relation to the Company and to the Directors in their personal capacity.

Additionally, the Company executes a deed of access in favour of each Director individually.

Insurance

Board members will be afforded protection by way of Directors and Officers Insurance provided and paid for by the company. This protection is available to Directors provided that each member acts to the best of their ability, with care and due diligence and in good faith.

The Company will provide each Director with a copy of the Directors' and Officers' (D&O) policy and any changes to that policy.

The Company will maintain each Director's D&O insurance for seven years from the date at which they ceased to be a Director.

All of these issues have been passed in a formal resolution of the board.

Indemnity

Board members are protected by a Deed of Indemnity that each Director may sign as part of their appointment. A copy of each signed Deed of Indemnity will be kept by the Company Secretary as part of the company records.

19. Board Evaluation

Each year the board will conduct an evaluation of its performance. The objective of this evaluation is to provide best practice corporate governance to TQ.

The findings of this review will be tabled at the first meeting after the performance review has taken place.

The Chairperson will action this evaluation, obtaining any assistance required.

20. Board Member Remuneration

Non-executive board members are not eligible for remuneration but may claim relevant expenses incurred in properly discharging their duties and attending meetings or other functions at the specific request of TQ.

Any disputes will be referred to the Board for resolution and, in the event of a dispute that cannot be resolved by a vote of the Board, the matter will be referred to an independent expert to rule on the matter – such ruling to be final and binding.

21. Codes of Conduct

It will be a requirement to sign the Code at the time of election/appointment, and at 12 monthly intervals thereafter.

The Codes will be reviewed annually.

These Codes are attached as Schedule C.

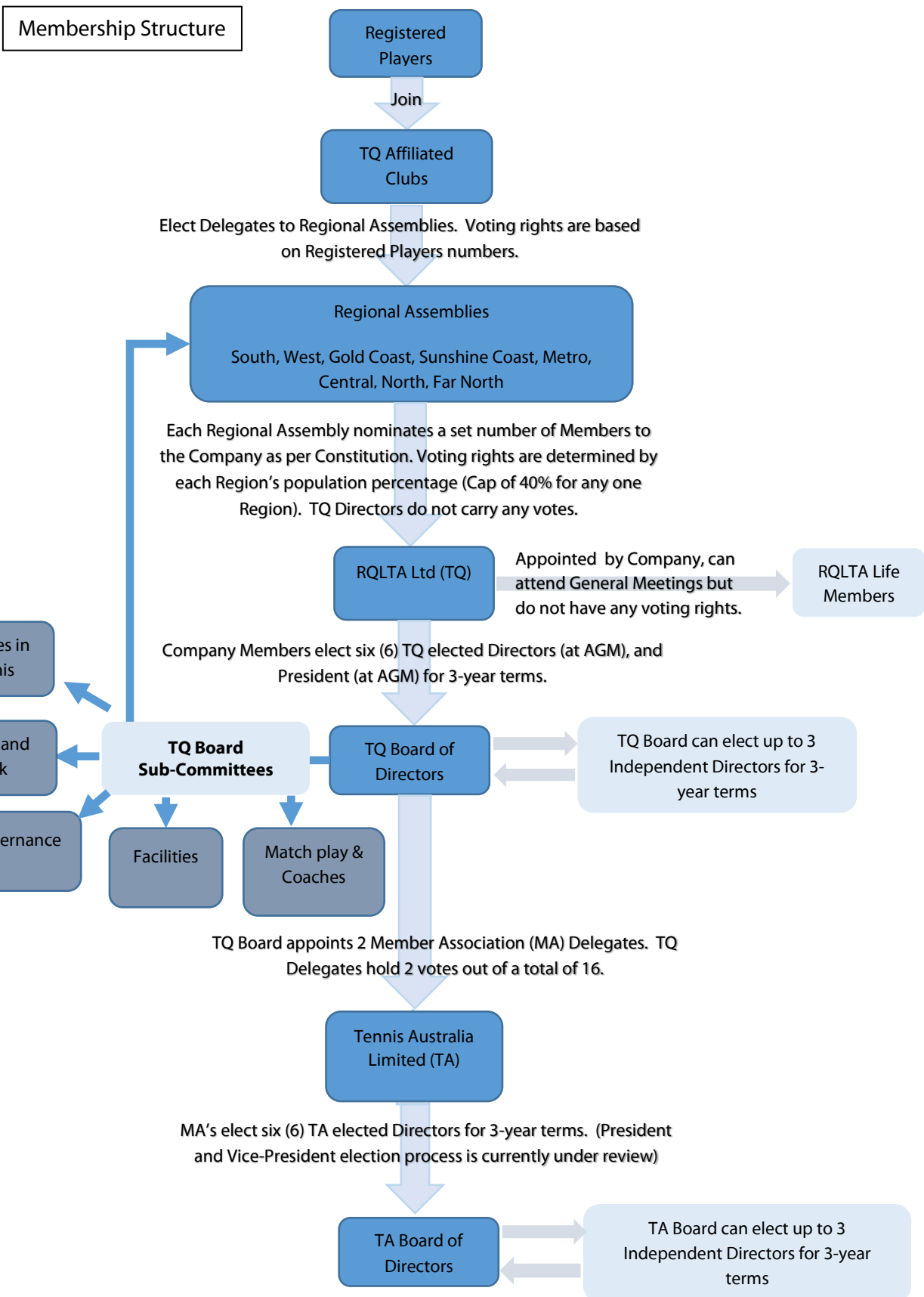
22. VERSION CONTROL

Version Number	4
Effective Date	28 February 2022
Review Cycle	Annually

SCHEDULE A – Strategic Planning Framework

Stage / Focus	Board Contribution	Management Contribution	Output
Strategic Development: Environmental review and organisation performance analysis, alternative scenarios for the future, alternative strategic pathways and risk reward analyses, mission, vision, value and goals	Role <ul style="list-style-type: none"> • Provide alternative perspectives • Pressure test and enhance management’s thinking • Set appetite for risk and ethics standards • Constructive engagement 	Role <ul style="list-style-type: none"> • Be the ‘champion’ • Prepare high quality, relevant information and discussion papers • Highlight risk-reward trade-offs • Constructive engagement • Document agreed next steps 	Broad strategic directions paper expressed in an effective agenda and strategic briefing material for the annual Strategic Planning
	Processes <ul style="list-style-type: none"> • Capture of matters of strategic significance at each Board and Committee meeting • Development of agenda for annual strategic planning session • Active engagement in the strategic planning session (September Board meeting) 	Processes <ul style="list-style-type: none"> • Engagement by Departmental managers of the organisation to contribute to strategic planning process • Review of Strategy, SWOT analysis, Business Model, current Strategic Plan and emerging strategic issues • Development of briefing/discussion papers to address the agenda for the strategic planning session • Active engagement in the strategic planning session 	
Strategic Planning: Elaborate the outputs of the Strategic Development Stage into a more detailed strategic plan, allocate resources and identify the KPIs and	Role <ul style="list-style-type: none"> • Review and enhance management’s recommendations where appropriate • Approve plans and allocate resources • CEO succession planning • Identify performance indicators the Board will monitor – lead and lag 	Role <ul style="list-style-type: none"> • Articulate strategic plan for final Board review • Identify KPIs (lead and lag) that can cascade down through the organisation • Management succession planning 	Strategic Plan
	Processes	Processes	

<p>people talent necessary for implementation</p>	<ul style="list-style-type: none"> • Audit and Risk Committee to debrief strategic planning session • Formally adopt strategic plan (April) • Confirm agreed KPIs and targets 	<ul style="list-style-type: none"> • Document strategic plan following (February) review • Review KPIs for Strategic Plan and management targets for the FY commencing 1 July next 	
<p>Strategic Implementation:</p> <p>Execute the agreed plan efficiently and effectively, recognise business environment changes and adjust activities accordingly</p>	<p>Role</p> <ul style="list-style-type: none"> • Ensure strategic readiness • Monitor progress against KPIs and milestones • Ongoing strategic dialogue with management 	<p>Role</p> <ul style="list-style-type: none"> • Communicate the strategy • Drive organisational alignment with the strategy • Drive execution • Monitor progress against KPIs and milestones • Monitor business environment changes • Change the execution if warranted • Propose changes to the strategy if warranted 	<p>Achievement of goals</p> <p>Competitive advantage</p>
	<p>Processes</p> <ul style="list-style-type: none"> • Audit and Risk Committee to consider mid-year review of Strategic Plan and report to the Board accordingly 	<p>Processes</p> <ul style="list-style-type: none"> • Roll out immediate briefing process for all staff and stakeholders • Initiate any new resourcing arrangements to enable/facilitate implementation • Incorporate the Strategic Plan into 1 and 5 year budget planning, for the FY commencing 1 July next • Monitor implementation and report progress against agreed KPIs and targets to the Board on at least a quarterly basis 	<p>Ongoing culture of success</p> <p>Strategic alignment</p>



SCHEDULE C**Code of Conduct - Directors**

I, (name).....

1. Acknowledge my fiduciary duty (duty of trust and loyalty) to Tennis Queensland represented by its members as a whole, its Stakeholders (both legal and moral), and creditors of Tennis Queensland and employees.
2. Acknowledge my duty to act in good faith and in the best interest of the organisation as a whole.
3. Acknowledge my duty to act with care and diligence.
4. Undertake to disclose all perceived, possible and actual Conflicts of Interest and submit myself to the directions of the President in dealings with such Conflicts of Interest. Matters of Conflict of Interest or potential Conflict of Interest involving the President shall be referred to the Board of Directors.
5. Undertake to study and understand all financial reports of the organisation and accept that ignorance is no excuse in relation to responsibility for the financial standing of the organisation.
6. Will endeavour to attend all meetings as scheduled or called by the President subject to constraints imposed by my other commitments.
7. Will, if unable to attend any meeting, discuss the subject matters of the meeting with the President, another Director or the CEO so that my considerations and opinions can be voiced at the meeting.
8. Will prepare myself fully for each and every meeting by studying the papers distributed and asking questions of the CEO and Board secretary, as necessary, so that the process of the Board Meeting is one of taking resolutions after limited discussion not one of research and investigation.
9. Will commit myself to serve on committees and discharge duties in a timely and efficient manner.
10. Will not deal solely with any operational activity and acknowledge that, in all cases, the conduct and output of operational activities of the organisation will be through staff Managers and the CEO.
11. Will, in dealings with each and every staff member, treat them courteously and offer help and constructive comment within my areas of knowledge.
12. Will, at all times, consider myself an ambassador of Tennis Queensland and conduct myself so as to never bring disgrace to or cause adverse comment to be directed at Tennis Queensland.
13. Will uphold confidentiality of discussions at Board meetings.
14. Will support all Board decisions, regardless of one's own personal view.
15. Will uphold and comply with policies of Tennis Queensland and Tennis Australia.
16. Will comply with the Australian Institute of Company Directors Code of Conduct

I confirm that I have read and understood the above points together with the contents of the Australian Institute of Company Directors Code of Conduct and hereby undertake to Tennis Queensland and my fellow Directors that I will discharge my responsibilities as a Director of Tennis Queensland in accordance with this Code of Conduct.

[Director's Signature]

Date

Code of Conduct - Sub-Committee Members

I, (name).....

1. Acknowledge my fiduciary duty (duty of trust and loyalty) to Tennis Queensland represented by its members as a whole, its Stakeholders (both legal and moral), and Tennis Queensland employees.
2. Acknowledge my duty to act in good faith and in the best interest of the organisation as a whole.
3. Acknowledge my duty to act with care and diligence.
4. Undertake to disclose all perceived, possible and actual Conflicts of Interest and submit myself to the directions of the Tennis Queensland Board in dealings with such Conflicts of Interest.
5. Will endeavour to attend all meetings as scheduled subject to constraints imposed by my other commitments.
6. Will prepare myself fully for each and every meeting by studying the papers distributed and asking questions of others, as necessary, so that the process of the meeting is one of taking resolutions after limited discussion not one of research and investigation.
7. Will not deal solely with any operational activity.
8. Will, in dealings with each and every staff member, treat them courteously and offer help and constructive comment within my areas of knowledge.
9. Will, at all times, consider myself an ambassador of Tennis Queensland and conduct myself so as to never bring disgrace to or cause adverse comment to be directed at Tennis Queensland.
10. Will uphold confidentiality of discussions at meetings.
11. Will support all committee decisions, regardless of one's own personal view.
12. Will uphold and comply with policies of Tennis Queensland and Tennis Australia.

I confirm that I have read and understood the above points and hereby undertake to Tennis Queensland and my fellow committee members that I will discharge my responsibilities in accordance with relevant tennis and community Codes of Conduct.

[Signature]

Date