

BOARD CHARTER

1. PURPOSE AND BACKGROUND

- 1.1. This Charter outlines the roles and responsibilities of the Royal Queensland Lawn Tennis Association Ltd (**Tennis Queensland** or **TQ**) Board.
- 1.2. Without limiting its general role and legal obligations, the Board is responsible for the:
 - (a) setting the overall strategy and policy direction of TQ; and
 - (b) maintaining oversight of the management of TQ.
- 1.3. The Board must act in the interests of TQ as a whole and ensure that TQ operates to deliver on its purpose to carry out the objects set out in section 3 of the TQ Constitution.
- 1.4. The Board must perform its role in accordance with the duties and obligations imposed on it by TQ Constitution, the Corporations Act and other applicable laws.

2. DEFINITIONS

- 2.1. In this Charter:
 - (a) **Tennis Queensland Team Member** means:
 - (i) all employees (whether they are full-time, part-time, casual, temporary or permanent) employed by Tennis Queensland; and
 - (ii) all persons who work at the direction of, or on behalf of, TQ (for example contractors and TA staff supporting TQ).
 - (b) **Board** means the Board of TQ and **Board Member** means a Director on the Board.
 - (c) **Company Secretary** means the Company Secretary of TQ.
 - (d) **Constitution** means the Tennis Queensland Constitution.
 - (e) **Corporations Act** means the *Corporations Act 2001* (Cth).
 - (f) **Officers** means the officers of TQ as defined in the Corporations Act and includes the Company Secretary.
 - (g) **TA** means Tennis Australia.

3. BOARD COMPOSITION AND PERIOD OF OFFICE

- 3.1. 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.
- 3.2. The composition of the Board, and period of office for Directors, is determined by TQ Constitution. The appointment or election of a Director will be confirmed by a Consent to Act Letter.

- 3.3. In addition, a Board elected:
- (a) **Chairperson** will be appointed as determined by the TQ Constitution and the TQ By-Laws.
 - (b) **Deputy Chairperson** will be appointed from either the Elected Directors or the Appointed Directors. This appointment will be made at the same time as the Chairperson or where there is a vacancy. The Deputy Chairperson will be appointed for the same duration as the Chairperson (up to 1 year).
- 3.4. The Chairperson and Deputy Chairperson will be appointed as the Member Representatives to Tennis Australia.
- 3.5. An organisational and governance chart is contained in **Attachment 1**.

4. BOARD ROLE DESCRIPTIONS

- 4.1. **Attachment 2** provides an overview of the roles of the Chairperson, Directors, CEO and the Company Secretary.

5. BOARD CODE OF CONDUCT

- 5.1. All Directors of TQ must:
- (a) meet the standards set out in the Board Code of Conduct.
 - (b) sign the Board Code of Conduct at the time of election or appointment, and every 12 months following.

6. DIRECTOR SCREENING AND SAFEGUARDING CHILDREN

- 6.1. TQ is committed to building an environment that is both child-safe and child-friendly. To foster this commitment, all Directors of TQ must:
- (a) Hold or be eligible to hold a Queensland Working with Children Check (Bluecard)
 - (b) Obtain a National Police Check to ensure no convictions of a criminal offence, every three years.
 - (c) Complete any relevant child safeguarding training

7. BOARD MEETINGS

- 7.1. The Board will meet at least on a quarterly basis. At the start of each calendar year, the Chairperson will establish a calendar of Board Meetings. A template calendar is set out at **Attachment 4**.
- 7.2. Board meetings may be held in person, virtually or as a hybrid meeting. Where in person, Board meetings will typically be held at the Queensland Tennis Centre at 190 King Arthur Terrace, Tennyson Qld; however, they can, from time to time, be held at other locations, including in regional Queensland, as agreed by the Board.
- 7.3. The Board may invite others to attend a Board meeting where such attendance is considered appropriate.
- (a) 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.

- (b) The CEO, together with the Company Secretary, is responsible for the preparation and circulation of board papers.

7.4. Board Minutes for each Board Meeting will be created as follows:

- (a) The minutes will contain a brief review of the discussion plus the official resolution adopted by the TQ Board. All decisions will be recorded by means of a formal resolution.
- (b) The draft resolution will be contained as the first item of each set of documentation set out in board papers.
- (c) 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.
- (d) Members who dissent can ask to have their decision noted in the minutes.
- (e) Minutes will be prepared in draft form and provided to the Chairperson for changes within five business days of the meeting.
- (f) Once the Board has adopted the minutes as an item of business, they cannot be amended.
- (g) Resolutions in writing (circular Minutes) will be provided in accordance with the TQ Constitution and must be approved by a unanimous vote of Board members. Where appropriate, between Board Meetings, circular Minutes can be used to approve time-sensitive or non-material matters as a means of efficiency.
- (h) The Company Secretary will maintain a complete set of board papers at TQ's registered office.
- (i) It is recommended that each Board member also maintain a complete set of board papers.

8. POWERS AND RESPONSIBILITIES OF THE BOARD

- 8.1. The Board may exercise all powers of TQ unless such powers are only permitted to be exercised by TQ members in a general meeting as set out in the Corporations Act or Constitution. These powers include the powers listed in Clause 15 of TQ Constitution.
- 8.2. The Board has delegated certain management responsibilities to TQ Management, such that the Board's role is to govern the organisation rather than manage it.
- 8.3. The Board has the final responsibility for doing all things that may be necessary to be done to carry out the objectives of TQ. The Board has the final responsibility for the successful operations of TQ. 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) providing the overall strategic direction of TQ;
 - (b) monitoring the risk and compliance management systems of TQ;
 - (c) determining policies governing the operations of TQ;
 - (d) appointing and approving the terms and conditions of the appointment of the CEO;
 - (e) reviewing and providing feedback on the performance of the CEO;
 - (f) appointing and removing the Company Secretary
 - (g) establishing and determining the powers and functions of the committees of the Board, including but not limited to the Audit and Risk Committee;
 - (h) approving major operating plans, including the strategic plan;

- (i) approving the annual budget and long-term budgets;
- (j) approving all significant operational expenditures outside budget (see the Delegations Schedule for specific details);
- (k) reviewing the annual progress and performance of TQ in meeting the objectives of the Company, including reporting the outcome of such reviews; and
- (l) reviewing updated financial forecasts throughout the year.

8.4. The Board will be fully involved in the development of the strategic plan. This will be undertaken in conjunction with Executive management.

8.5. Progress on the strategic plan will comprise part of the CEO's 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 processes for strategic planning is covered at the February Board meeting.
- (c) The reviewed strategic plan is then discussed and signed off in the April Board meeting.
- (d) It is expected that all papers requiring significant resource decisions will address how the decision is related to the agreed strategy

8.6. Directors 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. Communication between Directors and management will primarily be through the CEO. When Directors seek clarification regarding the information provided to Directors or seek 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.

9. BOARD COMMITTEES

9.1. The Board may, from time to time, establish ongoing or ad-hoc committees to assist it with carrying out its responsibilities. Committees will be comprised of Directors and such other persons with the necessary skills and experience as the Board may determine.

9.2. All Committee Members must sign the Committee Code of Conduct at the time of election or appointment, and at 12 monthly intervals thereafter.

10. CONFLICTS OF INTEREST AND RELATED PARTY TRANSACTIONS

10.1. Director's interests must be disclosed and managed in accordance with obligations of Directors under the Conflicts of Interest Policy and the Related Party Transactions Policy.

11. CONFIDENTIALITY

11.1. Board independence and Board confidentiality are integral to good corporate governance. All Directors must ensure that they keep strictly confidential all Board papers and agenda and all matters discussed at all Board meetings (other than to the extent to which a matter discussed is already in the public domain).

12. SUCCESSION AND EVALUATION OF PERFORMANCE

- 12.1. The Board will be mindful of and steps reasonable steps to appropriately manage succession of the position of Chairperson and roles of Directors.
- 12.2. The Chairperson will monitor the performance of the Board and seek feedback from the Directors and other key stakeholders on the Board performance from time to time.

13. BOARD EVALUATION

- 13.1. 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. Every third year, this evaluation will be conducted by a third-party organisation.
- 13.2. The findings of this review will be tabled at the first meeting after the performance review has taken place.
- 13.3. The Chairperson will action this evaluation, obtaining any assistance required.

14. BOARD MEMBER REMUNERATION

- 14.1. Board Members are not eligible for remuneration. Still, they may claim relevant expenses incurred in properly discharging their duties and attending meetings or other functions at the specific request of TQ. See Director Recognition Guidelines.

15. COMPLIANCE

- 15.1. 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.
- 15.2. 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 TQ.
- 15.3. The Company Secretary will work in conjunction with relevant managers to ensure that all areas of compliance are covered within TQ.
- 15.4. The company takes very seriously its compliance obligations, and the Board will ensure that TQ complies with its obligations under legislation and the TQ Constitution.
- 15.5. 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.
- 15.6. The implemented process will be in accordance with AS ISO 19600:2015.

16. DIRECTOR PROTECTION

Information-Seeking Protocol

- 16.1. 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

- 16.2. 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.
- 16.3. 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.
- 16.4. 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.
- 16.5. Additionally, the Company executes a deed of access in favour of each Director individually.

Insurance

- 16.6. 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.
- 16.7. The Company will provide each Director with a copy of the Directors' and Officers' (D&O) policy and any changes to that policy.
- 16.8. The Company will maintain each Director's D&O insurance for seven years from the date at which they ceased to be a Director.
- 16.9. All of these issues have been passed in a formal resolution of the board.

Indemnity

- 16.10. Board members are protected by a Deed of Indemnity that each Director may sign as part of their appointment. The Company Secretary will keep a copy of each signed Deed of Indemnity as part of the company records.

17. DISPUTES

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

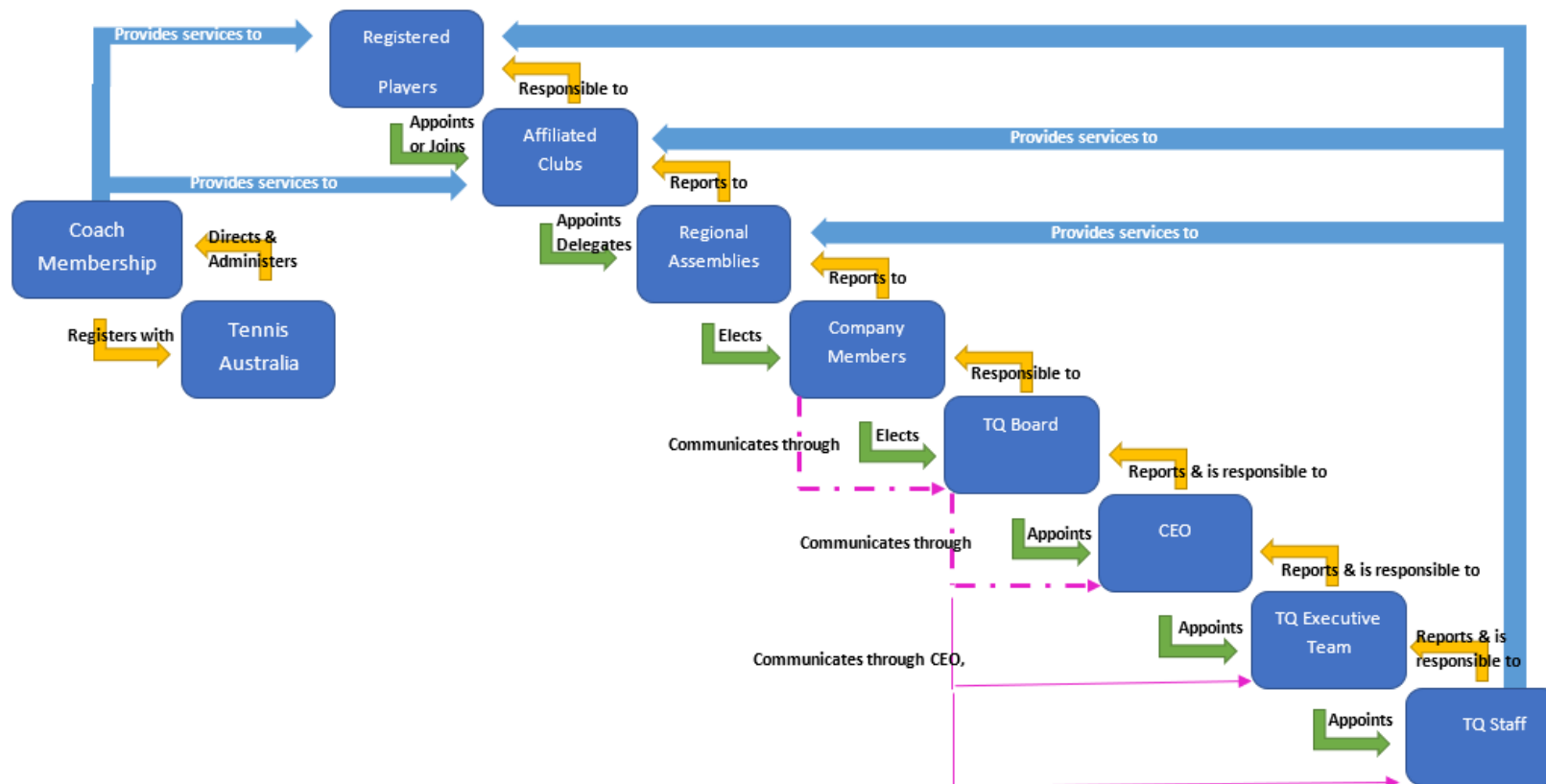
18. REVIEW

- 18.1. The Board will review and update this Charter from time to time.

19. VERSION CONTROL

Version Number:	7
Effective Date:	January 2025
Review Cycle	Annually
Notes:	Format change in June 2024

ATTACHMENT 1: ORGANISATIONAL & GOVERNANCE CHART



ATTACHMENT 2: OVERVIEW OF ROLES

CHAIRPERSON

The functions of the Chairperson include without limitation:

- leadership of the Board and ensuring the Board functions effectively;
- be the major point of contact between the Board and the CEO
- ensure the CEO remains the major point of contact in operational matters
- representing and being the official spokesperson for TQ, in conjunction with the CEO;
- participate in CEO evaluation process;
- commence the annual process of Board and Director evaluation;
- ensuring the Board is focused on achieving TQ's strategic goals;
- facilitating effective general meetings and Board meetings;
- ensuring the Board receives accurate, timely and clear information;
- ensuring minutes are signed as a true and correct record of the meetings of the company; and
- promoting constructive and respectful interactions between Board members.

DIRECTORS

The functions of a Director include without limitation:

- to apply due diligence in all Board decision making, including proper consideration of all Board papers and active participation in Board discussion and decisions;
- carrying out their duties consistent with TQ Constitution, the Corporations Act and applicable laws;
- acting honestly and independently when dealing with TQ business; and
- ensuring the resources of TQ are efficiently managed to fulfil the objects of TQ;
- to give their specific expertise generously to the business;
- 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, Directors will support the letter and spirit of board decisions in discussions with joint venture partners, suppliers, customers, staff and other parties;
- to keep confidential, all 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. 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.
- not engaging in conduct likely to bring discredit upon TQ.
- focus on strategy development and monitoring implementation against strategy and budget, including:
 - Business and financial performance against strategies, plans and budgets;
 - Risk management and compliance.
 - Advancing the sport of tennis in Queensland
 - Addressing the requirement of the Regions, members, affiliates and registered players.
 - Assisting Tennis Australia (TA) in advancing the sport in Australia.

COMPANY SECRETARY

The functions of the Company Secretary include without limitation:

- ensuring agenda and board papers are forwarded to the Board at least five working days before the Board meeting
- attending Board Meetings and taking minutes;
- ensuring all corporate compliance and legislative requirements are fully met
- driving and championing the compliance framework to safeguard the integrity of TQ
- 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 Board meeting
- action items and liaise between management and the Board on matters being referred for Board consideration
- Administering the process for actioning any circular resolutions

CHIEF EXECUTIVE OFFICER

The Chief Executive Officer is responsible for the day-to-day management and administration of TQ. This includes without limitation:

- developing business plans, budgets and strategies for consideration by the Board and implementing them where approved by the Board;
- operating TQ within Board approved delegations of authority;
- keeping the Board informed of material developments in TQ;
- identifying material risks and formulating strategies for risk management;
- implementing policies and procedures approved by the Board;
- managing financial reporting to ensure all relevant material information is captured on a timely basis and reported to the Board as appropriate; and
- ensuring the Board is provided with sufficient information on a timely basis to enable the Board to fulfil its governance responsibilities.
- Attending all Board Meetings, however the CEO will not have any voting rights.

ATTACHMENT 4: DRAFT BOARD CALENDAR

MONTH	MEETING	STANDING AGENDA ITEMS (work in progress)
February		
	Board of Directors	<i>Strategic Review meeting</i>
		<i>Budget development timeline</i>
April / May		
	Board of Directors	<i>Strategic Plan approval (if required)</i>
May		
	COMPANY MEETING	
June		
	Board of Directors	<i>Budget presentation</i>
August		
	Board of Directors	<i>End of Financial Year results</i>
		<i>Board Evaluation review</i>
		<i>Yearly CEO Performance Review</i>
October		
	Board of Directors	<i>Audit review</i>
		<i>Tennis Australia Board Elections</i>
		<i>Strategic planning</i>
November		
	COMPANY MEETING	
	ANNUAL GENERAL MEETING	
November/December		
	Board of Directors	<i>Review of Committee structure</i>
		<i>Review of Committee positions</i>