

TENNIS SA BOARD OF DIRECTORS BOARD CHARTER

1. Introduction

This Charter sets out roles and responsibilities of the Board of Directors of Tennis SA (**TSA**).

2. Role of the Board

The Board is responsible for the overall strategy and policy direction of TSA and for the general conduct and management of TSA and the property and assets of TSA. The Board must act in the interests of tennis and TSA as a whole and ensure that TSA operates to showcase, promote, develop and manage the game of tennis in South Australia.

The Board must perform its role in accordance with the duties and obligations imposed on it by the TSA Constitution and the Associations Incorporation Act and other applicable laws.

3. Board composition and period of office

The composition of the Board, and period of office for Directors, is determined by the TSA Constitution.

4. Board role descriptions

Annexure 1 provides an overview of the roles of President, Vice President and Directors.

5. Board code of conduct

Directors of TSA are expected to meet the following general standards:

- be professional in all actions;
- apply appropriate time and diligence to properly perform their role as Director;
- act honestly and with high standards of personal integrity;
- be aware of and adhere to obligations and duties of Directors;
- perform duties impartially and avoid situations where outside interests may be prejudicial to the interests of TSA;
- not misuse or take advantage of the property or information of, or their position in, TSA.

6. Board meetings

The Board meets monthly, other than the month of January. Unless agreed otherwise by the Board, Board meetings are held at TSA headquarters at Memorial Drive, North Adelaide.

The Chief Executive Officer (**CEO**) is an invested attendee at Board meetings. The CEO may invite other senior managers to attend a Board meeting where such attendance relates to a specific item of business on the Board meeting agenda.

7. Powers and responsibilities of the Board

The Board may exercise all powers of TSA which are not required by the Associations Incorporation Act or the TSA Constitution to be exercised by TSA members in general meeting or by the TSA Council. These powers include the powers listed in Clause 22(1) of the TSA Constitution.

In addition to matters for which the Board is responsible by law, Board responsibilities include:

- determining strategic direction, overseeing control and accountability systems and approving business plans

and budgets;

- appointing the CEO and evaluating his/her performance;
- monitoring development and implementation of TSA business plans, budgets, and strategies;
- ensuring TSA has effective internal and external audit arrangements in place;
- approving and monitoring TSA financial reporting;
- considering commitments in excess of the CEO's delegated authority;
- ensuring new TSA directors are appropriately inducted to the Board; and
- keeping abreast of Tennis Australia strategies, policies and procedures applicable to TSA.

8. Matters delegated to CEO

The CEO is responsible for the day to day management and administration of TSA. Subject to the terms of a delegation of authority approved by the Board from time to time, the CEO is responsible for:

- developing business plans, budgets and strategies for consideration by the Board and implementing them where approved by the Board;
- operating TSA within Board approved delegations of authority;
- keeping the Board informed of material developments in TSA;
- 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;
- ensuring the Board is provided with sufficient information on a timely basis to enable the Board to fulfil its governance responsibilities.

9. Board committees

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 necessary skills and experience as the Board may determine. Following each committee meeting, the Committee will provide a verbal report to the Board on meeting proceedings as well as the minutes of the Committee meeting.

10. Conflicts of interest

Director's interests must be disclosed and managed in accordance with obligations of Directors under Section 31 of the Associations Incorporations Act and Clause 29 of the TSA Constitution.

11. Confidentiality

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

The Board will be mindful of and steps reasonable steps to appropriately manage succession of the position of CEO and roles of Directors.

The President will not less than 6 months prior to the end of the term of each Director, meet with the Director to discuss whether the Director intends to stand for a further term.

The President will also use that meeting to discuss with the Director, and seek feedback from the Director on, the performance of the Director as part of the Board and the operations and culture of the Board generally.

13. Review

The Board will review this Charter regularly to ensure it is consistent with the Board's roles and responsibilities. Any proposed amendments to this Charter arising from a review will be put to the Board for consideration.

ANNEXURE 1 – OVERVIEW OF ROLES

President

The functions of the President include without limitation:

- leadership of the Board and ensuring the Board functions effectively;
- representing and being the official spokesperson for TSA, in conjunction with the CEO;
- representing TSA at Tennis Australia meetings and forums;
- maintaining a professional working relationship with the CEO;
- ensuring the Board is focused on achieving TSA'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 at the next Board meeting;
- ensuring the Board has an effective decision-making process;
- promoting constructive and respectful interactions between Board members.

Vice President

The functions of the Vice President include without limitation:

- acting as President in the President's absence;
- performing an ambassadorial role in the discharge of the President's duties;
- representing TSA as determined by the President including at Tennis Australia meetings and forums.

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 the TSA Constitution and the Associations Incorporation Act;
- acting honestly and independently when dealing with TSA business;
- ensuring the resources of TSA are efficiently managed to fulfil the objects of TSA;
- ensuring TSA operates within the bounds of applicable legislation, policies and procedures.