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1 INTRODUCTION

This Board Charter sets out the major principles used by the Board to manage its affairs and enable it to discharge its responsibilities.

In carrying out its responsibilities and powers as set out in this Charter, the Board will at all times recognise its overriding responsibilities to discharge its duties in good faith, with care and act honestly in the best interests of Tennis Tasmania.

The Board considers governance to be the system or process by which the Board, exercising accountability to Member Clubs and responsibility to stakeholders, is directed and controlled to achieve sustainable improvement in Tennis Tasmania's prosperity commensurate with the risks involved.

2 RESPONSIBILITIES AND FUNCTIONS

The Board's key responsibilities are:

- to act in the interests of tennis and Tennis Tasmania as a whole;
- to observe their duties as Board Members in terms of corporations law, common law, Tennis Tasmania Constitution and other relevant legislation;
- to provide strategic direction for Tennis Tasmania and effective oversight of Management;
- to enhance Member Clubs' value (in the context of Tennis Tasmania's Constitution) and ensuring that this is the prime focus of management, having regard to the interests of other stakeholders; and
- generally, to do all those things which, within the requirements of the Constitution, provide leadership, strategic direction and management guidance for all the stakeholders in Tennis Tasmania.

The key functions of the Board include:

- ensuring a diverse and effective Board, in line with Tennis Tasmania's Constitution with appropriate policies and procedures for the Board and its Committees;
- jointly with Tennis Australia appointing, supporting and providing advice and counsel to, evaluating and rewarding the General Manager, taking an active

role in overseeing the growth of the staff talent pool and approving the management succession plans;

- through constructive engagement with senior management and key stakeholders (particularly Member Clubs), review, add-value to, approve and monitor Tennis Tasmania's purpose, core values, ethical framework, strategic direction and objectives;
- reviewing, approving and monitoring the implementation of the strategic plan, giving due regard to Tennis Australia's strategic direction, linked to the strategic objectives, including financial and non-financial performance measures and results and agreed external benchmarks, ensuring appropriate resources are available;
- supporting, reviewing and monitoring the operational and financial performance of Member Clubs, recognising the separate corporate status of Member Clubs;
- jointly with Tennis Australia monitoring key financial and non-financial risk areas by ensuring the implementation of an effective risk management and internal control framework;
- jointly with Tennis Australia considering and agreeing on Committee and management recommendations on key issues including Tennis Tasmania organisational structuring and resourcing, capital management, significant contracts and capital expenditure;
- the power to make, add to, alter or rescind any Tennis Tasmania By-laws and policies as it thinks fit;
- ensuring the adequacy of systems in place to comply with all laws and regulations that apply to Tennis Tasmania or Member Clubs where appropriate;
- ensuring that appropriate ethical standards, codes of conduct and appropriate behaviour are adhered to at all times;
- evaluating Board processes and performance of the Board as a whole, as well as contributions by individual Board Members, ensuring the Board's

effectiveness in delivering good governance, including performance and conformance matters;

- transparent reporting and communications to the Member Clubs and other stakeholders on the Board's governance, stewardship and financial performance, including all legal and regulatory requirements; and
- appoint such committees as deemed necessary to assist the Board in carrying out its duties.

3 COMPOSITION OF THE BOARD

The composition of the Board is determined as directed by the Tennis Tasmania Constitution.

In addition, it is recognised that the Tennis Tasmania Board should represent diverse talent, skills, culture and experience. In particular the Board should aim for at least 40% representation of both genders, provided that appointing Board members with the relevant skills required by the Board is always the primary consideration.

The Board is to continually review the skill set and experience needed in the composition of the Board (TT Board Skills Matrix).

With the appropriate consideration of the TT Board Skills Matrix, the Board may appoint Board Appointed Board Members in accordance with the Tennis Tasmania Constitution. The Board will formally advise the Member Clubs of the appointment of any Board Appointed Board Members.

4 BOARD ROLE DESCRIPTIONS

An overview of the roles of the various Board members includes:

4.1 Role of President

- chairman of General meetings of TT;
- maintaining strong relationships with Member Club Presidents to enable effective communication and feedback;

- maintaining strong relationships with Tennis Australia President to enable effective communication and feedback;
- represent TT at TA AGM and other TA forums;
- official host of the TT and TA guests at National and International events held in Tasmania;
- acting as a spokesman, where appropriate, in conjunction with the GM, on Tennis Tasmania matters;
- member of all committees appointed by Board or delegation of same;
- setting the agenda for each Board meeting, in conjunction with the GM and taking into account suggestions from other Board Members;
- facilitating Board meetings;
- ensuring the Board receives accurate, timely and clear information;
- ensuring meetings are effectively conducted and minutes are signed as a true and correct record at the next Board meeting;
- ensuring the Board is focused on achieving appropriate outcomes;
- ensuring the Board has an effective decision-making process;
- maintaining a professional working relationship with the GM;
- promoting constructive and respectful relations between Board Members;
- ensuring that each Board Member appropriately contributes to the Board's decision-making process;
- responsibility for representing the Board to Members ensuring the Members receive high quality, relevant and useful information in a timely manner to vote in an informed manner;
- ensuring that the Board's workload is dealt with effectively;
- maintaining ethical standards and behaviour based on Tennis Tasmania's agreed values;

- ensuring the Board, Committees and individual Board Members are subject to a performance evaluation process;
- communicating and consulting with the government departments and relevant stakeholders on significant issues as appropriate;

The President has the right to delegate these roles as he/she sees fit.

4.2 Role of Vice President

- to deputise for the President when called to do so;
- to act as the second delegate to Tennis Australia meetings;

In conjunction with the President, the Vice President has the right to delegate these roles as he/she sees fit.

4.3 Role of Board Member

- Act with due diligence in accordance with the Associations Incorporation Act 1964 and its accompanying regulations;
- Spend as much time as necessary to perform duties;
- Attend and contribute to Board meetings, committee meetings (as relevant), strategic sessions, Annual General Meeting, and events of the organisation;
- Preparation for and participation in the discussions and deliberations of the Board;
- Maintain confidentiality and public board unity;
- Act in a financially responsible manner;
- Ensure compliance with relevant legislation;
- Be aware of and abstain from any conflict of interest;
- Willingness to invest in developing own governance skills;
- Maintenance of industry knowledge.

4.4 Role of Committee Chair

Generally:

- setting the agenda for each committee meeting, in conjunction with the GM, and taking into account suggestions from other Committee Members;

- leading and facilitating the Committee;
- ensuring committee meetings are effectively conducted and minutes are signed as a true and correct record at the next committee meeting;
- ensuring the Committee is focused on achieving appropriate outcomes;
- ensuring an effective decision-making process;
- maintaining a professional working relationship with appropriate Management, Assurance Providers and any other advisers, including meeting with each of them privately;
- promoting constructive and respectful relations between Committee Members;
- ensuring that each Committee Member appropriately contributes to the Committee's decision-making process;
- ensuring that the Committee's workload is dealt with effectively;
- reporting to the Board (written and verbal) on the Committee's activities and submitting recommendations with appropriate supporting material for approval;
- ensuring the Committee has a regular performance evaluation process; and
- ensuring the Committee charter is reviewed, at least annually, for completeness and provided to the Board for approval.

4.5. Role of the GM

The General Manager is responsible for the overall direction and management of Tennis Tasmania through the relevant executives and managers and their support staff and reporting directly to the Board through the President.

The major responsibilities of the GM include:

- providing leadership and direction to all Tennis Tasmania activities;
- providing strong leadership, guidance and direction to all Tennis Tasmania staff through all direct reports;

- making recommendations to the Board in respect of certain matters on which the Board must make decisions;
- overseeing the preparation of corporate strategy;
- reporting directly to the Board;
- liaising with the President regarding Ambassadorial and Board responsibilities;
- reviewing corporate performance against the strategic plan and reporting same to Board;
- in conjunction with Tennis Australia and the President and the Board determining the appropriate staffing structure for Tennis Tasmania;
- initiating and participating in the process of staff selection and employment at direct report level (appointments subject to Board approval);
- approving staff selection and employment engaged by direct reports;
- monitoring staff productivity, morale, teamwork, communications, job satisfaction and taking steps, as necessary, to promote an effective satisfying and productive working environment within Tennis Tasmania;
- providing strategies and ideas for the future development of Tennis Tasmania. Being innovative, and confidently presenting plans and initiatives with conviction to the Board;
- developing strategy, and developing and implementing short-term and long-range plans based on this strategy;
- overseeing the preparation of the annual budget;
- overseeing the performance of the TT investments;
- managing relationships with Members and outside bodies such as the government, the media, the public and sponsors;
- achievement of budgeted profit results and other financial criteria, including cash flow; and

- preparation of recommendations on, and implementation of, capital expenditure programs and developmental programs.
- Act as the Public Officer of the Association

5 BOARD MEMBER LETTER OF APPOINTMENT

The President provides each new Board Member with a formal letter of appointment setting out the basis of appointment and the powers, duties and rights of a Board Member and receives a letter of consent from each Board Member.

6 BOARD MEMBER INDUCTION AND CONTINUING EDUCATION

6.1 Induction

The Board undertakes an induction process which involves the following activities:

- an individual meeting with the President and GM to discuss expectations and duties and responsibilities;
- briefing on the roles and responsibilities of the Board's Committees;
- provision of a comprehensive package of briefing materials in relation to Tennis Tasmania and the Board, including:
 - Chairman's welcome
 - Tennis Tas Board member bios – including terms of appointment
 - Tennis Tas org chart
 - General Manager statement of duties
 - TT Strategic Plan
 - TT Board Charter
 - TA/TT operational agreement
 - TT Board meeting schedule
 - TT Major event schedule
 - TT Board meeting summaries for 3 most recent meetings
 - Access to Tennis Australia member protection policy
 - Tennis Tasmania participation update
 - Annual operating plan – linked to strategic plan

- as appropriate, visit Tennis Tasmania facilities and Member Clubs around Tasmania and meet with Member Club Presidents;
- access to documentation, including that already supplied and extending to:
 - Minutes of past meetings and Board papers
 - Details regarding Directors' and Officers' insurance cover

6.2 Development

To support Board Members, the Board annually approves a budget for Board Member learning, with the GM researching and providing the necessary information on opportunities for Board Member's attendance at seminars and other appropriate forums.

All Board Member education should be approved in advance by the President. As appropriate, Board Members should verbally debrief the Board on any significant issues raised through education sessions attended.

Management and others should also provide briefings on the latest issues or developments in the sport and the business of the sport.

7 CRITERIA FOR ASSESSING BOARD MEMBER'S INDEPENDENCE

The Board shall regularly assess the independence of each Board Member in light of the interests disclosed by them.

Each Board Member must provide the Board with relevant information to assess his or her independence.

Family, Member Club ties and cross-directorships may be relevant, or perceived to be relevant, in considering interests and relationships which may compromise independence, and should be disclosed by Board Members.

The Board may decide that it considers a Board Member to be independent, notwithstanding the existence of relationships listed above.

8 TENURE

All Board Members are expected to continue as Board Members only for so long as they have the confidence of their fellow Board Members and the confidence of Member Clubs and are fit and able to do so.

Member-elected Board Members will hold office for a term of 3 years.

Board-appointed Board Members will hold office for a term determined by the Board Members, up to a maximum of 3 years.

The Board Member appointed to the position of President will hold that office for a term of 3 years. The Board Member so appointed must not have reached his or her maximum term at the time of the appointment, but may exceed his or her maximum term in office in order to serve out the 3 year term for which he or she has been appointed.

The maximum tenure for each Member elected Board Member is 9 continuous years, subject to the transitional provisions of the Tennis Tasmania constitution.

The maximum tenure for each Board appointed Board Member is 9 continuous years, subject to the transitional provisions of the Tennis Tasmania constitution. If a Board appointed Board Member has already held office for a term of 6 years, the Members must pass a Special Resolution approving the reappointment of that Board Member before the Board confirms the reappointment.

Board Members that have reached their maximum tenure will be ineligible for reappointment until the expiration of three years following their retirement, resignation or removal.

9 BOARD COMMITTEES

The Board may establish from-to-time appropriate Committees of Board Members to assist the Board by focusing on specific responsibilities in greater detail than is possible for the Board as a whole, reporting to the Board and making any necessary recommendations.

The Board may invite other suitability qualified people, who are not Board Members, to join a Committee. Whether or not such a role will be an ex officio (non-voting) role will be determined by the Board at the Board's discretion.

Each formally constituted Committee, including ad-hoc Committees has a written charter, approved by the Board.

The role and responsibilities, charter and performance of each committee are reviewed annually by the Board.

The existence of the Committees should not be seen as implying a fragmentation or diminution of the responsibilities of the Board as a whole.

10 CONFLICTS OF INTEREST POLICY

The common law fiduciary duty of Board Members, as Board Members, to act honestly and in the best interests of Tennis Tasmania 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, etc.

10.1 What is a conflict of interest?

Conflicts of Interests might be described as:

- A. Actual conflicts of interest, that is, where a Board Member has a conflict between their official duty as a Board Member and their private interests, and where their private interests could improperly influence the performance of their official duties and responsibilities.
- B. Potential conflicts of interest, that is, where a Board Member has private interests that could conflict with their formal interests as a Board Member in the future due to likely, or possible events; and
- C. Perceived conflicts of interest, that is, where it appears to a third person that a Board Member's private interests could improperly influence the performance of their official duties whether or not this is in fact the case.

A conflict of interest may arise when a Board Member or a related party of a Board Member 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 Tennis Tasmania and that Board Member participates in or is in a position of influence in relation to that decision or action.

For the purposes of this charter a related party of a Board Member will include:

- close family members (including spouse, a de facto spouse, parents, children) or business associates
- companies, partnerships or trusts where the Board Member is a shareholder, employee or director or otherwise derives a benefit from the company, partnership or trust.

Potential conflict of interests for Board Members may include:

- a contract with Tennis Tasmania (e.g. supply of services);
- related-party loans, guarantees and other transactions;
- profiting from an opportunity that rightfully belongs to Tennis Tasmania (e.g. competing with company for tenders);
- activities for selected Member Clubs only.

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

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

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

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

2. *Is the Board Member'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 Board Member 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 Board Member 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 Board Member can remain in the room during discussion of the issue and vote on the issue.

10.2 Managing a Conflict of interest

To manage conflict of interests in accordance with the requirements of the Corporations Law and the Constitution, the Board requires the following guidelines to be adhered to by Board Members:

- all Board Members to declare their conflicts of interest annually for the purpose of updating the register of interests and related party transactions. All Board Members must advise the GM of any changes to the information previously provided within 7 days of the change.
- Board Papers and Minutes of discussion that relate to confidential and strategic matters subject to potential conflicts be amended (confidential and strategic matters removed) before distribution to the particular Board Member with the conflict.
- if a Board Member has a conflict of interest in respect of a matter, the other Board Members must not discuss that matter with him or her.
- subject to the matters on the Board's meeting agenda, that a Board Member declare potential conflicts at the start of Board meetings and always absent themselves from the relevant parts of a Board meeting and discussion, and abstaining from voting in respect of the matter.
- the GM should maintain a standing Register of Interests.
- no financial benefit can be given to a related party of a Board Member unless approved by the Board.
- entertainment, hospitality or gifts for material conflicts of interest is prohibited.

At any time a Board Member may raise with the President a concern regarding a perceived conflict of interest of any other Board Member. The President (after considering the views of all Board Members) must determine whether a conflict of interest exists and if so, an appropriate course of action before there is further consideration by the Board of the topic or issue which led to the perceived conflict being raised in the first place.

A Board Member seeking clarification in relation to these guidelines can consult with the President or the GM as the Corporations Law provides some exceptions

to the general rules espoused in the guidelines. If necessary a Board Member can also seek outside professional advice (see 14). The GM can also arrange to provide a standing notice about an interest and will record it in the Board minutes.

11 INDEMNITIES AND INSURANCE

11.1 Deed of Indemnity

Each Board Member on appointment has executed a commitment with Tennis Tasmania in which Tennis Tasmania provides an indemnity to the Board Members to the extent they are indemnified under the Corporations Law and the Tennis Tasmania Constitution.

- each Board Member or retired Board Member is indemnified against liability the Board Member may incur to another person (other than Tennis Tasmania or a related corporate).
- the indemnity includes costs and expenses incurred in legal proceedings.
- in accordance with the law a Board Member is not indemnified for any liability arising out of lack of good faith.
- if the Board Member or retired Board Member has incurred a liability to which the indemnity applies then the Board Member need not incur any expense before enforcing the right to the indemnity.
- where the indemnity covers a claim against a Board Member, Tennis Tasmania is entitled to assume the conduct, negotiation or defence of the claim and the Board Member must co-operate with Tennis Tasmania in relation to the claim.
- in certain limited circumstances, a Board Member may engage separate legal advisers and advise the President accordingly (see 14).

The GM is available to clarify any issues arising from the indemnification deed.

11.2 Directors and Officers Insurance

Directors and Officers Liability Insurance is provided under the umbrella of the Tennis Australia policy.

The Tennis Tasmania Board should review the Directors and Officers Insurance policy annually. Written details of the policy are provided to the Board as part of an overall Risk Management strategy and in accordance with the obligations to Board Members under the Deed. Each Board Member is required to truthfully answer all questions in the insurers proposal document and to disclose any information to the insurer, which would be relevant to the insurer's assessment of the risk.

The Board paper includes an update from Tennis Australia including details of:-

- Tennis Tasmania's disclosure to the insurer.
- the credit rating of the insurer.
- the amount of professional indemnity insurance the broker carries.
- the policy, which should include:
 - cover for wrongful acts where there is no wilful breach of the duty of care;
 - a legal expenses policy paid in advance;
 - a corporation reimbursement policy;
 - cover for all present and future Board Members and officers, so that a Board Member will continue to be covered after resignation from Tennis Tasmania; and
 - an agreed limit of indemnity in any one (1) event (if applicable) and in the aggregate, or in any one (1) period of insurance.

This ensures that the Board is in a position to make an informed decision and to seek an alternative opinion if warranted. If appropriate, a broker or a legal adviser will be present at the meeting to address the Board on the insurance cover and any issues relating to the Deed.

Tennis Tasmania has agreed in the Deed to pay the directors and officers insurance premiums and not to do anything which may prejudice the policy.

Board Members are required to keep confidential, details of the directors' and officers' insurance policy, especially the amount insured, without reference to the GM.

The GM can provide full details of the policy to Board Members on request. If details of the directors and officers' insurance policy are sought by 3rd parties they should be referred to the GM for consideration.

12 ACCESS TO BOARD PAPERS

A Board Member has both a common law and a statutory right to inspect the documents of Tennis Tasmania. The Corporations Law provides that a Board Member is entitled to access to the financial records at all reasonable times. This right applies to all Board Members regardless of whether they have specific financial responsibilities, but a Board Member cannot extend the right to 3rd parties. Access to documents can be made through the GM at no cost to the Board Member.

For the purposes of any relevant legal proceedings a person who has ceased to be a Board Member has a right to access all books of Tennis Tasmania (including its financial records) at all reasonable times. This right extends to inspect the books relating to the period of the Board Member's tenure for a period of seven (7) years after a person has ceased to be a Board Member.

This is reflected in a Deed, which is signed by each new Board Member on appointment. The deed provides Board Members access to Board papers from the date of appointment until seven (7) years after ceasing to be a Board Member, provided each Board Member maintains the confidentiality of the Board papers and ensures that legal professional privilege is not waived in respect of the documents.

13 GENERAL MANAGER (GM)

The GM is accountable to the Board through the President, on all governance matters.

All Board Members have direct access to the GM. As a matter of courtesy Board Members will advise the President of discussions with the GM.

In conjunction with Tennis Australia the appointment and removal of the GM is a matter for decision by the Board as a whole.

14 ACCESS TO PROFESSIONAL ADVICE

Board Members and Board Committees have the right in connection with their duties and responsibilities, to seek independent professional advice at Tennis Tasmania's expense, subject to:

- prior approval of the President, Committee Chair or the Board, which is not unreasonably withheld; and
- information so obtained is shared with all Board Members or Committee Members as appropriate.

15 STRATEGIC DIRECTION AND OVERSIGHT

The Board reviews Tennis Tasmania's long-term strategic plans and the major issues that it and management expect Tennis Tasmania and Tennis Australia to face in the future at a minimum of two (2) Board meetings during each year (including a strategy retreat).

The Board in conjunction with Tennis Australia sets the broad parameters for the Management preparation of the Tennis Tasmania strategic plan.

The Board only approves the strategic plan after conducting a rigorous review, including considered Board input on major strategic initiatives (including the options considered and sensitivities, on what basis, and why they were rejected).

This review includes a thorough understanding of what is required to successfully execute the strategic plan.

In conjunction with Tennis Australia the Board approves all key performance measures (budget and financial and non-financial KPIs) aligned with the strategic plan and ensures that the remuneration of Executive Management (including the GM) is aligned with the achievement of strategic outcomes.

16 BOARD MEETING ANNUAL AGENDA

The annual agenda should be aligned with the strategy cycle of Tennis Tasmania and bring many governance aspects of the Board's Charter to life.

The annual agenda and the Constitution dictate how many times the Board should meet each year to discharge its duties and responsibilities (currently at least six (6) times).

The annual agendas for the Board's Committees should also be developed for completeness and Board approval.

17 BOARD MEETINGS

Board Members have adopted the following procedures:

- there are minimum of six (6) Board meetings per annum, including two (2) meetings dedicated to strategy development and review;
- proper and timely notice of meetings is provided with an outline of proposed business;
- agenda papers which include executive summaries and resolutions are provided five (5) clear working days in advance to allow time for review;
- an action list is presented to ensure all outstanding items are dealt with, including monitoring progress of past decisions;
- Board Members meet regularly at scheduled meetings without Management present;
- discussion time during Board meetings is maximised;
- management does not reiterate what Board Members have read in their Board papers;
- vigorous questioning should not be viewed as reflecting a lack of trust in management;
- extent of management's involvement in Board meetings is appropriate;
- a general business item is on the agenda so that Board Members may add items for discussion /information, preferably identified at the beginning of the meeting;
- minutes are clear, accurate and have the appropriate detail; and

- draft minutes should be distributed to Board Members for comment as soon as practicable after the meeting.

18 BOARD MEETING ATTENDANCE

Executive Management, Advisors and other parties external to the Board are invited to attend Board meetings by the President, as appropriate.

Board members are expected to attend all board meeting. Members who are unable to attend a meeting should advise the President before the meeting. Such apologies will be noted at the meeting and recorded in the minutes. Members who expect to be absent for up to 3 consecutive meetings should apply for leave of absence. This should be sought in writing from the President. Failure to attend three consecutive meetings without approval may lead to disqualification.

19 QUORUM

At every meeting of the Board a simple majority of the number of current Board members, shall constitute a quorum.

Subject to section 195 of the Corporations Act, an interested Board Member is to be counted in a quorum notwithstanding the Board Member's interest.

20 ACCESS TO MANAGEMENT

Board Members have access to the senior management team (direct reports to the GM) in relation to issues for which they are accountable.

Board Members are encouraged to engage with Management in-between Board and Committee meetings where this assists in improving the Board Member's understanding of the business strategy, operation or performance.

It is assumed that Board members will use their judgement so that contact is not distracting to the business operation of Tennis Tasmania and will therefore initially raise any issues or concerns in the first instance with the GM.

On occasions where Management 'test' the content and logic of their Board papers on individual Board members prior to them being presented to the Board,

the Board and Management should not expect these to be a 'fait accompli' and not subject to further rigorous boardroom investigation. No decisions retained for the Board or Board Committees should be made as part of such interaction.

If an interaction is in writing, it should be made through the President to the GM.

Board members should not normally discuss company policy issues or strategy with management and employees that are not direct reports to the GM. Conversely, concerns of employees should be discussed with their superior first and not with the board member. Employees also have access to the Whistleblower program to raise concerns of an ethical or fraudulent nature.

21 CODE OF CONDUCT

Tennis Tasmania takes ethical and responsible decision-making very seriously. It expects its Board Members, GM, Senior Management team and all staff to do the same.

Based on Tennis Tasmania's core values, the code is designed to encourage ethical and appropriate behaviour in all Tennis Tasmania activities and dealings with stakeholders based on Tennis Tasmania's core values.

The code also addresses matters relevant to Tennis Tasmania's compliance with its legal obligations to all stakeholders.

The Board has an appropriate system for enforcing compliance with the code.

22 CORPORATE SOCIAL RESPONSIBILITY (CSR)

Tennis Tasmania is committed to the long-term sustainability of its operation and aims to optimise, or minimise whatever the case may be, the social, environmental and economic impact of its significant business proposals and ongoing operations for the benefit of all stakeholders.

The Board ensures that Tennis Tasmania's CSR performance is consistent with its business strategies and brand / reputation strategy.

23 POLITICAL DONATIONS

Tennis Tasmania does not make political donations.

24 RISK MANAGEMENT

Risks are an event or action that threatens the assets and earnings of, values or services provided by, Tennis Tasmania. It is the Board's role to establish a sound system of risk oversight and management and internal control.

The Board has implemented a risk management approach based on the International Standard ISO:13000:2009, reporting to the Audit and Risk Committee, based on the following core elements:

- the identification of key business risks;
- the measurement of each identified risk in terms of potential impact and likelihood of occurrence;
- an assessment of the external environment and the control mechanisms in place to manage the risk;
- the development of action plans to manage the risk;
- constant monitoring of the program and reviewing continued economic justification and / or process improvement opportunities; and
- informing Member Clubs and other key stakeholders of material changes to Tennis Tasmania's risk profile.

To support this formalised process for identifying, prioritising, assessing and managing the key business risks, the executive management team members deal with specific risk areas across Tennis Tasmania. This strategy is incorporated within the corporate plan and integrated into business plans, external audit plans and the training program.

The Board regularly reviews the key risks identified by the executive management team through the Audit and Risk Committee. Risk and compliance information is reported to the Audit and Risk Committee.

The Board ensures that Tennis Tasmania at all levels, prescribes to a culture and exhibits accepted behaviours that are consistent with the agreed risk appetite.

The Board oversees an appropriate "whistle blowing" program (if required).

25 COMPLIANCE SYSTEM

The Board oversees the performance of an effective compliance system using Australian Standard AS3806:2006 which requires, at a minimum, that:

- Tennis Tasmania complies with all relevant statutes, regulations and other requirements placed on it by external bodies;
- effective internal controls exist and there is full and accurate reporting to the Board in all areas of compliance; and
- Tennis Tasmania is financially secure and is able to meet all its financial obligations as and when they fall due, in the normal process of business.

26 POLICIES AND PROCEDURES

The Board is responsible for:

- approving and monitoring all significant policies and procedures of Tennis Tasmania; and
- approving policies and procedures designed to ensure that Tennis Tasmania operates at all times within applicable laws and regulations and in accordance with Tennis Tasmania's values and ethical standards.

27 BOARD'S ROLE IN CRISIS MANAGEMENT

The Board has two key roles in a crisis situation, one prior to the crisis and the other during.

Firstly, prior to the crisis, the Board ensures that there is in place comprehensive crisis management and business continuity plan that has been tested and employees have been trained in its execution.

Secondly, during any crisis, the Board will fully support management in its continuity and recovery effort. GM will advise on urgent media and communications issues.

The chief spokesman during any crisis will be the GM supported by specified members of the senior management team or the President as appropriate.

If appropriate, a special Board meeting may be convened.

28 STAKEHOLDERS COMMUNICATION STRATEGY

The Board is committed to ensuring that Tennis Tasmania equally informs Member Clubs of significant developments.

The Board ensures that there are appropriate vetting and authorisation processes designed to ensure that key Member Club reports and communications are:

- actual and made in a timely manner;
- balanced and do not omit material information;
- aligned and consistent with the information received by them in their Board papers and management representations (subject to confidentiality and commercial sensitivities);
- contain understandable information and useful insights regarding the dynamics behind Tennis Tasmania's performance and outlook; and
- are fit-for-purpose, two-way and sufficiently attend to the concerns, interests, aspirations and information requirements of Member Clubs.

All communications by the Board to the Member Clubs must be made either by the President, or the GM as appropriate.

Member Club briefings are held from time-to-time on an individual and group basis.

The Board ensures that any material information divulged during individual briefings are made available to all Member Clubs as soon as practicable.

29 INTEGRITY OF FINANCIAL REPORTING

The Board ensures that a structure of review and authorisation designed to ensure the truthful and factual presentation of Tennis Tasmania's financial position and performance is in place.

The structure is overseen by the Audit and Risk Committee, although this delegation does not diminish the ultimate responsibility of the Board to ensure the integrity of Tennis Tasmania's financial reporting.

30 GM ASSURANCE

The Board requires that the GM states in writing to the Board that Tennis Tasmania's financial reports present a true and fair view, in all material respects, of Tennis Tasmania's financial condition and operational results and are in accordance with relevant accounting standards.

This statement is complemented by a statement that indicates that financial reports are founded on a sound system of Risk Management and internal compliance and control which implements the policies adopted by the Board, and that this system of Risk Management is operating efficiently and effectively in all material respects.

31 ANNUAL REPORT TO MEMBERS AND OTHER STAKEHOLDERS

The Board provides the Member Clubs with a comprehensive annual report containing all statutory information and outlining how they fulfilled their governance role, the achievements of Tennis Tasmania, the aspirations of Tennis Tasmania and sufficient financial information so that Members can make a judgment as to how effectively the Board is fulfilling its role. A comprehensive annual report is also provided to other stakeholders.

32 ANNUAL GENERAL MEETING

The purpose of the Annual General Meeting is to inform Members of the following and to process certain formalities-

- Report the happenings undertaken by Tennis Tasmania in that financial year on behalf of the Members;
- Report of financial activities and status of the organisation;

- Advise Members of the outcome of any ballots conducted for the election of Board Members;
- Consider any amendments to the Constitution;
- Elect an Auditor if deemed necessary;
- And conduct any general business previously advised to the GM.

Tennis Tasmania encourages effective communication with Member Clubs and their effective participation at general meetings.

All Board Members are expected to attend Annual General Meetings.

33 BOARD AND BOARD MEMBERS EFFECTIVENESS PERFORMANCE ASSESSMENT

The Board should engage an external party to undertake a Board performance evaluation every third year and supplement this process with internal Board and Committee evaluations and individual and peer evaluations in the intervening years.

The President should manage the Board, Committees and Board Member evaluation process.

34 REVIEW OF GM PERFORMANCE

In conjunction with Tennis Australia the Board sets the performance criteria for the GM, which is regularly reviewed by Tennis Australia and the Board.

Tennis Australia and the Board undertakes the performance review, and all the Board Members have an opportunity to contribute to the review.

35 BOARD MEMBER'S REMUNERATION

The Board Members are entitled to be reimbursed all reasonable out-of-pocket expenses incurred by them in carrying out their duties as Board Members.

36 CHARTER REVIEW

The Board reviews its Charter, at least annually, and makes changes as necessary. The GM is responsible for monitoring and maintenance of the charter.

Amendments Record

Date	Clause	Change
2/7/15	Whole document	Replace reference to DIRECTOR with BOARD MEMBER
1/3/17	Whole document	Replace reference to COMPANY SECRETARY with CEO
1/3/17	Clause 3	Delete reference to Board instructing Members on Board skills when voting
1/3/17	Clause 4.1	Remove duplication of previous statements
1/3/17	Clause 4.4	Address the issue of how and to whom the CEO reports
1/3/17	Clause 11.2	Remove duplicate paragraphs
1/3/17	Clause 19	Align Board Charter with TT Constitution
1/3/17	Clause 35	Makes it optional for a Board Member to claim expenses
23/9/17	Various	Change Chief Executive Officer (CEO) to General Manager (GM)
23/9/17	Clauses 2, 4.4, 13,15 and 34	Where there are joint responsibilities with Tennis Australia, reference to TA is included