



# Corporate Governance Framework

Updated May 2023



# Table of contents

<b>Introduction</b>	<b>4</b>	<b>Make Timely and Balanced Disclosures</b>	<b>14</b>
<b>Strategic Direction</b>	<b>4</b>	Conflict of Interest	14
<b>Clear Roles and Accountabilities</b>	<b>5</b>	Member Communication	14
Committee	5	<b>Position Descriptions</b>	<b>15</b>
CEO	6	Appendix A - Position Description: President	15
Sub-Committees, Standing Committees and Groups	6	Appendix B - Position Description: Vice-President	17
<b>Lay Solid Foundations</b>	<b>7</b>	Appendix C - Position Description: Hon. Treasurer	19
Succession approach	7	Appendix D - Position Description: Men's Captain and Women's Captain	21
Induction and Continuing Education	7	Appendix E - Position Description: Men's Vice-Captain and Women's Vice-Captain	23
Committee Interaction with CEO	7	Appendix F - Position Description: Committee	25
CEO Interaction with Members	7	Appendix G - Position Description: CEO	27
Work Plan Template	7	<b>Sub-Committee Charters</b>	<b>30</b>
Access to Department Heads	7	Appendix H - Finance-Sub-Committee Charter	30
Committee Meeting Reporting	8	Appendix I - Match Sub-Committee Charter	32
Emergency Contact Procedures	8	Appendix J - Course Sub-Committee Charter	34
Committee Meeting Requirements	8	Appendix K - Member Services' Sub-Committee Charter	36
<b>Quality of Performance Monitored</b>	<b>9</b>	Appendix L - Governance Sub Committee	38
Committee	9	<b>Group Terms of Reference</b>	<b>40</b>
CEO	9	Appendix M - Women's Advisory Group Terms of Reference	40
Sub-Committees	9	Appendix N - Course Advisory Committee Terms of Reference	41
<b>Act Ethically and Responsibly</b>	<b>10</b>	<b>Other</b>	<b>42</b>
Code of Conduct	10	Appendix O - Work Plan Template	42
Confidentiality	10	Appendix P - Grievance Procedures	43
Complaint Handling	10	Appendix Q - Confidentiality Commitment	43
Whistle Blowing Protection	10	Appendix R - Committee Approval Process	44
Professional Advice	11	Appendix S - Delegation of Authority	46
<b>Recognise and Manage Risk</b>	<b>12</b>	Acronyms	48
Overarching principles	12		
Role of the Committee	12		
Risk Management Framework	12		
Delegation of Authority	12		
Internal Audit	13		
External Audit	13		

## Version Control and Change History

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## Introduction

The Committee of The Brisbane Golf Club (the Club) has developed a corporate governance framework to ensure it maintains a high standard of corporate governance, throughout all levels of the Clubs operations.

This framework is modelled on the [Australian Charities and Not-for-profits Commission](#) governance standards and the [Australian Institute of Company Directors](#) not-for-profit governance principles. The key standards and principles adopted by The Brisbane Golf Club include:

- Strategic direction;
- Clear roles and accountabilities;
- Act ethically and responsibly;
- Quality of performance monitored;
- Safeguard integrity of reporting; and
- Make timely and balanced disclosures.

This framework will be required to be adopted by resolution of the Committee. Any changes made subsequently will also require resolution by the Committee. The Finance, Audit & Governance Sub-Committee and CEO will conduct regular reviews to this framework to ensure its continued improvement.

The Club is governed by Rules which were first established in 1896 and last updated at an Extra Ordinary General Meeting of members in December 2020.

The Rules detail the objects for which the Club is established; powers of the Club; its membership structure; disciplinary proceedings, nomination and election of the Committee; powers of the Committee; meeting protocols of the Club.

This framework should be read in conjunction with the Rules. Where there is an inconsistency between this framework and the Rules, the Rules are to apply to the extent of any inconsistency.

Where the term 'Committee' is used in this framework it shall be taken to mean the Committee of the Club unless otherwise specified.

## Strategic Direction

The Club's Strategic Plan (2021-2025) defines our mission, vision, core values and strategic goals.

The Strategic Plan guides the Committee and management team as they carry out their governance and operational responsibilities. This document was developed collaboratively by the Committee and the management team and is intended to be a living document, which will be reviewed and updated on a regular basis.

The Club also has an Operations Plan which is updated monthly by the CEO and presented to the Committee at each Committee meeting. It reports the monthly financials; details

membership, wedding and corporate golf days sales; outlines the management team's key performance indicators; and also lists key tasks to be completed by the management team.

The Golf Course Master Plan and Landscape Master Plan are other significant planning documents.

The annual budget completes the Strategic Library.

# Clear Roles and Accountabilities

## Committee

The Committee is responsible to members for the conduct of the affairs and activities of the Club and must always serve in the best interests of its members.

Formal position descriptions for the Committee, which clearly set out the roles and accountabilities of those members who comprise the Committee, are key documents in this corporate governance framework.

*The position descriptions for the Committee are attached as Appendix A to F*

Key roles and accountabilities of the Committee include:

- Approving and monitoring the club's vision;
- Providing clear direction to allow the documents listed in the Strategic direction section above to be developed and implemented;
- Accommodating and reflecting the interest of the members in the present and future direction and activities of the Club;
- Monitoring the appropriateness and operation of risk management controls and frameworks;
- Monitoring financial outcomes;
- Enforcing the Rules of the Club;
- The progressive refinement of policies, priorities and processes;
- Recommending the appointment of an external auditor;
- Overseeing the Club's relationship and communications with members;
- Setting specific limits of authority for the CEO and department heads;
- Member discipline;
- Monitoring the quality of performance;
- Appointing and reviewing the performance, remuneration and succession planning of the position of CEO; and
- Approving and monitoring the corporate governance framework.

The Committee may determine that any of the above roles and accountabilities be delegated to a Sub-Committee or the CEO whilst retaining the ultimate decision-making power.

## CEO

The Committee delegates responsibility for the day-to-day management of The Brisbane Golf Club to the CEO who is assisted by department heads.

A formal position specification for the CEO, which clearly sets out the roles and accountabilities of the CEO, is a key document in this corporate governance framework.

*The position description for the CEO is attached as Appendix G.*

Key roles and accountabilities of the CEO include:

- The management of all day-to-day operations across all departments including Membership, Course, Golf Operations, Golf Retail, Catering, Beverage, Property and Finance & Administration;
- Appropriate contribution to the development of strategic and other long-term plans and projects and accountability for their successful implementation;
- Prompt implementation of Committee policies and decisions;
- Manage and control the financial activities of the Club;
- Preparing accurate and timely reports in accordance with Committee requirements;
- The implementation of major projects as they arise from time to time;
- Establish and effectively manage good relationships with members and other key stakeholders;
- Ensure compliance with the necessary legislative requirements, particularly in regard to WH&S;
- Provide appropriate and timely communication to key stakeholders;
- Improving the organisational structure to ensure it is efficient and effective;
- Act as Company Secretary in accordance with the Rules; and
- Implement human resource strategies to create superior customer service standards.

The CEO is supported by department heads who include the Course Superintendent, Director of Golf, Executive Chef, Food & Beverage Manager and Finance Manager.

## Sub-Committees, Standing Committees and Groups

To assist the Committee in discharging its oversight responsibilities, The Brisbane Golf Club has established four Sub-Committees:

- Finance, Audit & Governance;
- Member Services;
- Course; and
- Match.

Each Sub-Committee has a formal Charter approved by the Committee setting out the matters relevant to the compositions, authority, process and administration of that Sub-Committee.

The President, Vice-President, Men's Captain, Women's Captain and Hon. Treasurer are ex-officio members of all Sub-Committees.

In addition, the Committee establishes Standing Committees and special purpose groups.

- Member Engagement Group.
- Course Standing Committee.

The Member Engagement Group was established in 2022 with Terms of Reference to guide operations. The Course Standing Committee operates under Terms of Reference written when it was established in 2009.

*The Charters and Terms of Reference are attached as Appendix H to M.*

## Succession approach

Convening committees with a mix and balance of expertise is essential for effective decision-making and progression of the club's strategic agenda within a realistic risk environment. The Club uses a nominations committee approach for volunteer recruitment to ensure equitable opportunities for all members.

The role of the Nominations group is to:

- Review, periodically, the composition of committees to determine skills or experience gaps.
- Oversee a committee expression of interest process and member expertise survey.
- Recommend to the General Committee candidates for nomination by office bearers in the lead up to the next annual general meeting or filling casual vacancies as they arise.
- Source and review potential sub-committee members and key role volunteers.

The Nominations group consists of three office bearers of the General Committee, 2 former office bearers and the CEO.

## Induction and Continuing Education

New appointments to the Committee will receive an induction from the President and/or the CEO. The induction will involve the following:

- Meeting the Committee, the CEO, and department heads;
- Discussing the structure and purpose of Sub-Committees;
- Distribution of documents from the Strategic Library;
- An introduction to the Club's financial reporting;
- Allocation to a Sub-Committee based on skills, experience and qualifications;
- Details of all major projects;
- Presentation of the Corporate Governance Framework;
- Issuing of the Rules and briefing;
- Introductions to key stakeholders;
- A WH&S Induction; and
- Signing of the confidentiality agreement.

Committee members may be provided with continuing education opportunities to update and enhance their skills and knowledge whether it by attending relevant courses and industry conferences; spending time with the CEO and/or department heads; or the provision of industry publications to read from time to time.

## Committee Interaction with CEO

Generally, in a successful business, a Committee governs, and a CEO manages. Whilst these functions are separate their successful implementation relies heavily on the existence of a united and professional working relationship at all times between both parties.

To achieve that goal the Committee and the CEO must maintain a strong focus on communication, support each other, work through issues that arise from time to time and provide regular feedback to each other.

A successful partnership between the two is critical to the Club's success, which should always be the highest priority.

The President and the CEO will hold regular meetings.

## CEO Interaction with Members

The CEO must dedicate time each week to develop and maintain strong relationships with the membership of the Club. Members need to feel comfortable engaging with the CEO and raising issues or concerns as required.

Having regular communication with the membership is expected to reduce negativity, eliminate rumours and ensure the CEO has a strong understanding of issues that will exist from time to time.

## Work Plan Template

A Work Plan Template outlines the key tasks that are required to be completed by the Committee and/or CEO and allocates a timeframe for their completion.

It presents the key dates for Committee meetings and Sub-Committee meetings.

[The Work Plan Template is attached as Appendix N.](#)

## Access to Department Heads

The Committee relates to and communicates with the department heads through the CEO, who may however, as a matter of mutual convenience, delegate a department manager to deal with or assist the Committee, either generally, or on particular matters. The CEO remains responsible for the actions and performance of the department heads.

## Committee Meeting Reporting

The CEO will be required to make the following information available prior to a Committee Meeting:

- Minutes of previous Committee meeting;
- Agenda;
- Minutes from the four Sub-Committee Meetings;
- Current Month and YTD Profit/(Loss);
- Balance Sheet;
- Payments List;
- Creditors/Debtors;
- Cashflow Report;
- Statutory Payments Declaration Letter;
- Monthly Operations Plan;
- Course Maintenance Report;
- New Member Report;
- Member Movement Report;
- Membership Category Report;
- Workplace Health & Safety Report;
- Correspondence Folder; and
- Any Reports from Department Heads.

Each report mentioned above is to be tabled at the appropriate Sub-Committee meeting beforehand.

## Emergency Contact Procedures

The Committee should leave with the CEO any contact details so they can be contacted within 24 hours in cases of a flying minute or other business.

## Committee Meeting Requirements

### Date and Time

Committee meetings will commence at 6.00pm for 6.30pm and every attempt will be made to have them finished by 9.00pm. Dinner will be served at 6pm. They will be held generally on the last Wednesday of the month. At any Committee Meeting five (5) members shall form a quorum.

### Managing the Agenda

The Agenda will be standardised, as follows

1. Update Conflicts of Interest Register;
2. Apologies;
3. Confirmation of Minutes;
4. Significant Business Arising from Minutes;
5. Significant Business;

6. CEO's Report;
7. Sub-Committee Reports (in rotating order);
8. a. Finance, Audit and Governance  
b. Match  
c. Course  
d. Member Services
9. Correspondence Folder;
10. New Member Approvals;
11. General Business;
12. Next Meeting Times.

The Chair of each Sub-Committee will present their Sub-Committee report. The Chair will not allow discussions to go off topic. Items that arise from a discussion will be moved to the end of the agenda and discussed if time permits. If time doesn't permit that item will be added to the agenda for the next Committee meeting.

### Approvals

Only recommendations included in the minutes of the Sub-Committee meeting will be discussed at the next Committee meeting for approval. Last minute items requiring an immediate response from the Committee or a vote are not to be placed on the Agenda without the prior consent from the President, which must be requested in writing.

In the case of the above then the new Agenda needs to be emailed to every Committee member prior to the start of the Committee meeting.

### Minute Taker

The Committee may appoint one of the Committee to act as a minute taker.

### Dropbox

A drop box has been established for the Committee Meeting to distribute and store Committee papers, minutes, agendas and reports. All information to be tabled and discussed at a meeting is to be made available in the drop box on prior to the meeting. The Committee are asked to print their own Committee papers or view them via their own electronic devices.



# Quality of Performance Monitored

## Committee

The Committee is ultimately accountable for its own performance and should undertake a review of its performance at an agreed time each year.

- Aspects of the Committee performance suggested for review include:
- Is the strategic plan being implemented;
- Are club policies and objectives being adapted to current needs and compliance;
- Are actions adequately communicated to members;
- Are responsibilities clearly understood;
- Are meetings well attended, carried out in an efficient and professional manner and are they inclusive and welcoming of diverse views;
- Have they kept their involvement to policy, except for operational matters in their charter;
- Contains a sufficient range of expertise to be an effective governing group;
- Approved risk management strategies;
- Appraised the CEO;
- Conducted an induction of new Committee;
- Contributed to Committee succession planning; and
- Set an example by abiding by all Club rules and policies.

## CEO

The performance of the CEO will be formally reviewed annually in September. Only those elements of the CEO's objectives that have been identified and agreed upon by both parties in advance will be evaluated.

The President and Treasurer will convene, with the CEO, in order to complete the following:

- Review the CEO's position specification;
- Review the CEO's performance for the previous performance financial year;
- Highlight areas of success and areas for improvement;
- Plot key performance indicators (financial and non-financial) for the new performance reporting period;
- Identify ongoing education opportunities;
- Discuss remuneration; and
- Discuss succession planning.

Before completing the annual performance review, the President should solicit feedback from all Committee members and also covertly from the membership.

## Sub-Committees

The Sub-Committees will be assessed against the Charters in place for each and how they have contributed to the strategic direction of the Club.

# Act Ethically and Responsibly

## Code of Conduct

- In agreeing to be part of the Committee or management team, each should also agree to adhere to standards of behaviour expected of their position of leadership in the club which include:
- Act honestly and in good faith at all times;
- Attend assigned meetings or forward their apology prior to the meeting;
- Follow up diligently on commitments made at meetings;
- Remain loyal to committee decisions once they are made, even if he or she didn't agree with the decision;
- Maintain confidentiality of sensitive information as and when required;
- Treat all people associated with the club with respect, including members, management and staff, volunteers, contractors, partners, external stakeholders, and the Committee;
- Be supportive of management and staff;
- Mix with as many members as possible both on the golf course and at social events;
- Always consider the welfare of the club's members;
- Not take advantage of their positions on the Committee in any way;
- Understand and attend to the fiduciary responsibilities of being on the Committee;
- Make decisions based on what is best for the club, not for individual interest or the interests of a few;
- Declare any 'conflicts of interest' as they arrive and act to ensure that these conflicts do not pose a risk to the club;
- Be open to feedback from members and respond appropriately;
- Act as a positive role model with respect to good club behaviour;
- Refrain from excessive use of alcohol at the club;
- Adhere to the policies and procedures established by the club;
- Adhere to the legislative requirements of the club;
- Not receive gifts that result in personal financial benefit;
- Always look for opportunities for improved performance of the club operations and individuals;
- Always represent the club in a professional manner; and
- Do not speak to the media about any aspect of the club without authority to do so.

## Confidentiality

Confidentiality must be always maintained. The Committee and CEO shall keep confidential all information relating to discussions at its Committee meetings, including any and all materials, unless compelled by legal process to disclose such information, or as otherwise agreed by the Committee.

It is acknowledged that a lack of confidentiality is one of the most common causes of a dysfunctional Committee.

The Committee must be able to trust and have confidence in each other. Any breaches of confidentiality is difficult. Educating the Committee about the importance of their confidentiality obligations and enforcing the code of conduct should have significant moral persuasion.

The Committee will be asked to sign a Confidentiality Commitment each year.

*The Confidentiality Commitment is attached in Appendix O.*

## Complaint Handling

Complaint Handling is a Standard Operations Procedure which is located in the SOP Library.

## Whistle Blowing Protection

Whistle blowing protection was established for the reporting of 'reportable conduct' where the person is apprehensive about raising their concern because of the fear of possible adverse repercussions. The system encourages employees to report their concerns preferably openly, but if necessary, enables disclosures to be made anonymously to the President, Treasurer or Vice-President.

If a whistle blower chooses to disclose reportable conduct anonymously, this may hinder the ability of the Club to fully investigate the matter. Further, it may in certain circumstances prevent the whistle blower from being protected under the Corporations Legislation, as generally the definitions of a whistle blower are someone who has provided their name before making the report. Whistle blowers need to understand they may not be able to remain anonymous in certain types of 'reportable conduct'.

The whistle blower will be kept informed of the outcomes moving forward and at all times the Club will take all reasonable steps to protect the identity of the whistle blower if that is practicable. A whistle blower remains liable for their conduct that may constitute reportable conduct. Disciplinary proceeding may commence if it is shown a whistle blower has knowingly made a false report of reportable conduct.

## **Professional Advice**

The Committee collectively and each representative of the Committee individually may take, at the Club's expense, such independent professional advice as is considered necessary to fulfil their relevant duties and responsibilities. Individual representatives of the Committee seeking such advice need to obtain the approval of the President (which may not be unreasonably withheld) and the advice will be made available to all representatives of the Committee as appropriate.

As determined by the committee of the day, specific and ongoing independent and external advice should be sought for matters relating to Legal, Accounting (audit purposes) and Insurance services.

## **Committee Approval Process**

*The Committee Approval Process is attached in Appendix P.*

# Recognise and Manage Risk

Strategic and operational decision making is informed by an understanding of the link between strategy and risk, as well as how risk is managed as far as reasonably practical. Risk management enables continuous improvement by linking risk to club planning and performance reporting. Risk management informs all aspects of club business and is embedded in day-to-day activities by the management team.

## Overarching principles

The Committee and management team aims to reduce exposure to risk and achieve objectives by:

- creating and protecting value
- systematic, structured and timely decisions
- accounting for human and cultural factors
- being responsive to change
- integrating risk management into club processes and decision making
- being transparent and inclusive
- facilitating continuous improvement.

## Role of the Committee

The role of the Committee in risk management is to:

- oversee a risk management framework that aligns to the purpose and strategic plan
- seek and are provided with information about risk and how it is managed
- periodically reviews the club approach to risk management.

## Risk Management Framework

The BGC risk management framework outlines the comprehensive, approach to identifying, assessing, and treating risk based on the agreed risk appetite within the risk environment.

Elements	Definition	Process
Appetite	Agreed level of risk	Committee - management consensus
Environment	Internal operations External events	Establish the context -Identify priorities within the club risk environment
Assessment	Structured process	Identify the risk - Analysis if factors that prevent achievement of priorities Analyse the risk - Determine the causes & consequences of risk, existing controls. Evaluate the risk- Consider appetite, tolerance of risk, actions required to mitigate the risk
Response	Trend analysis & opportunities for improvement	Treat the risk Select measures that help to mitigate the risk or strengthen current controls
Report	Assurance that risk is managed, escalated, treated and mitigated	Documenting for future guidance
Governance	Committee Risk oversight	Committee review

## Delegation of Authority

The delegation of authority defines the delegated limits of the Committee, to the CEO and where appropriate to other department heads. It applies to all employees and delegations apply to the position and not the individual.

Changes to the Delegation of Authority may only be made by the full approval of the Committee.

*The Delegations of Authority is attached as Appendix Q.*

## Internal Audit

The Internal Audit function carries out the analysis and independent appraisal of the adequacy and effectiveness of the Club's risk management framework and internal control environment.

The Finance, Audit and Governance Sub-Committee are responsible for preparing and implementing the internal audit program, where the committee sees fit.

As part of this program every department in the club may be audited. Items to be audited in each department will be selected at random by the Finance, Audit and Governance Sub-Committee and some examples of what they may decide to audit are as follows:

- Sales account reconciliation (as applicable);
- Capital purchases in each department;
- Purchases related to operational Repairs and Maintenance in each Department;
- Employee contracts of employment;
- Departmental payroll;
- Creditor payments;
- Credit card purchases;
- Membership movements;
- New member payments; and
- Departmental asset registers.

The internal audit will be conducted either by the Finance, Audit and Governance Sub-Committee independently without the CEO's involvement or by a third-party specialist.

The External Auditor cannot be engaged to complete an internal audit whilst appointed as the External Auditor.

The Committee will be presented with the internal audit report and will advise the CEO of their expectations in terms of addressing any significant issues identified.

## External Audit

The Finance, Audit and Governance Sub-Committee shall make recommendations to the Committee on the appointment, reappointment or replacement, remuneration and independence of the external auditor.

The Finance, Audit and Governance Sub-Committee shall discuss with the external auditors the overall scope of the external audit, including identified risk areas and any additional agreed-upon procedures to be completed.

The external auditor is to provide a detailed audit plan for the approval of the Committee before commencing. The Independence of the external auditor will be assessed annually at that time.

A timeline will be produced and submitted to the Committee that details the key timings for the entire external audit process and covers the Nominations, the Annual General Meeting and the production of the Annual Report.

The lead auditor of the external auditor will be required to attend the Annual General Meeting and be available to answer any question the Committee may request to be answered on their behalf.

The Audit Report will be presented in person to the Committee and the Finance, Audit and Governance Sub-Committee will be responsible for addressing any significant issues highlighted by the audit report with the CEO to ensure they are rectified.

# Make Timely and Balanced Disclosures

## Conflict of Interest

A conflict of interest may arise if a Committee member or the CEO has a personal interest in a business decision involving The Brisbane Golf Club.

The Committee and the CEO have an obligation to disclose any personal interests or relationships, which can in any way impact the decision they make on a specific issue or matter that is before the Committee for resolution.

Committee members may at any time declare a conflict of interest in relation to a matter by notification to the President in writing, who shall notify the other representatives of the Committee of the conflict as soon as practicable.

The Committee shall have and maintain a conflict-of-interest register, disclosing the nature and extent of their interests. The conflicts of interests register, and any amendments or additions to it, shall be tabled at each Committee meeting, and any changes recorded in the minutes of that meeting.

If it is found subsequently a Committee member or the CEO held a conflict of interest with respect to an item that was before the Committee for resolution, and no disclosure was made, it will be treated as misconduct and dealt with in accordance with the Rules.

Where a Committee member has made a disclosure, they shall continue to receive Committee papers and be present during discussion relating in any way to the matter or issue, which is the subject of the conflict of interest. The President can, however, determine, that he or she does not receive any or all of those documents or be present.

A Committee member shall not vote on a matter or issue, which, is the subject of the conflict of interest. If a Committee member is concerned a disclosure should be made, and one hasn't been made, then those concerns should be referred to the President.

## Member Communication

The Committee is aware of the importance of effective communication with its members and encourages regular feedback.

Relevant and timely information is conveyed to members through the Club's website, e-newsletters, social media, financial updates and the Annual Report.

Members are entitled to put forward questions that they would like addressed at the Annual General Meeting in accordance with the timeframes set out in the Rules.

# Position Descriptions

## Appendix A - Position Description: President

### Overview

As Chair of the Committee, the primary objective of the President is to ensure the Club adheres to its By-laws and Rules.

The President sets a common purpose for the Committee and to importantly act as a link between the Committee and the CEO. As the 'first among equals', the President has an obligation to ensure the Committee is professionally and appropriately meeting all of its statutory obligations.

The President is an ex-officio member of all Sub-Committees.

### Key Internal Stakeholders

- CEO;
- Committee;
- Sub-Committees;
- Standing committees and special purpose groups
- Members; and
- Department Heads.

### Key External Stakeholders

- The Commonwealth Bank;
- BDO;
- Brisbane City Council;
- State Government;
- BDGA and BLDGA;
- Golf Australia; PGA of Australia; WPGA Tour of Australasia
- Golf Manager's Association;
- WH&S Consultant; and HR Consultant.

### Qualifications

- Formal business or related qualification or commensurate skills and experience in business/club management positions and awareness of business/club environments.

### Professional Experience

- Demonstrated leadership experience at an enterprise or equivalent level with an understanding of the creation and execution of business strategy.

### Personal Traits

- Tact, Diplomacy and sensitivity;
- Ability to reconcile opposing views;
- Strength and clarity of purpose;
- Ability to lead by example;
- Ability to encourage and get the best from all team members; and
- Power to influence.

### Decision Making

- In accordance with the Rules of The Brisbane Golf Club and as per the Delegation of Authority; and
- Accountable for working with the CEO to prepare and present information to the Committee in order that it can make appropriate decisions.

### Function of Committee

- Accountable for Chairing Committee meetings efficiently and shaping agenda in relation to Club goals, strategy, budget and executive performance; and
- Responsible for encouraging and motivating Committee members to effectively discharge their obligations.

### Performance Management

- Instituting a process for appraising Committee members individually and the Committee as a whole;
- Overseeing succession planning of senior executives, including the CEO; and
- Provide mentoring, development and support to the General Manager.

### Oversight of the CEO

- Overseeing negotiations for the CEO's employment and evaluating the CEO's performance.
- Selection/Termination of Committee
- Assisting with the selection of the Committee in accordance with the Club's constitution.

### Strategic Expertise

- Understands opportunities for change;
- Understands the strategic context and can review, question and suggest outcomes and activities that can positively assist in strategic formulation;
- Can develop multi-faceted strategies; and
- Understands the importance and value of data and insights to an organisation.

### Care and Diligence

- To act with the degree of care and diligence that a reasonable person might be expected to show;
- To shape a club culture of unity, trust, integrity and openness; and
- To ensure the Committee meets its legal obligations under the Associations Incorporation Act 1981 and

the [Associations Incorporation Regulation 1999](#)

Specifically, the President must meet obligations with respect to insolvent trading, provision and reporting of financial information, disclosure of director interests, lodging information and continuous disclosure.

**Accounting and Finance**

- Ability to read and interpret company accounts;
- Understands financial reporting obligations; and
- Understands corporate finance including structure and operation of corporate accounts.

**Compliance and Legislation**

- Understands corporate governance frameworks and corporate obligations relating to both State and Federal laws;
- Understands individual director's legal duties and responsibilities; and
- Understands the legal tenants of natural justice and due process.

**Key Result**

- Achieving Change
- Open to change;
- Challenges the status quo;
- Understands opportunities for change; and
- Understands the strategic context and can define how change plans should be deployed within larger strategy.

**Managing Risk**

- Demonstrated experience in managing risk within organisations;
- Understands the risk assessment process and understands the process of classifying and managing risk; and
- Must be able to identify risk exposure and make recommendations on strategy in order that risk exposures are mitigated or removed.

**Industry Knowledge**

- Understands member-orientated organisations;
  - Sound understanding of key regulatory frameworks as it applies to Clubs in Queensland;
  - Has been involved with a broad cross-section of businesses and industries in Queensland;
- Understands how to position the Club as a leading member-only club within Queensland and nationally; and
- Experience of commercialising data and insights.

**Personal Interests**

- Cannot hold a position with a competing industry or Club body; and
- Must disclose any personal interests that may interact with any Club related matters (be that commercial or interest based).

**Integrity**

- Honours commitments and behaves consistently over time;
- Is open and upfront in dealing with others and receptive to feedback;
- Respected by colleagues for demonstrating a high level of professionalism;
- Admits to and learns from mistakes;
- Acts with integrity and honesty even when it is difficult to do so and does not tolerate unethical business practice in others; and
- Acts with integrity even when there is potential personal cost with doing so.

**Negotiating**

- Positions The Brisbane Golf Club as a premier members-Club in Queensland and nationally;
- Achieves outcomes through influence;
- Sees both sides objectively;
- Accepts out of the box solutions;
- Looks ahead; and
- Creative deal making.

**Communicating**

- Articulates ideas clearly in conversations and in writing;
- Adjusts communication to suit audiences and understands impact;
- Communicates persuasively across many different forums;
- Interacts effectively with all audiences to engage and inspire them;
- Creates organisational culture and capability for effective communication; and
- Is to work constructively to ensure they have a positive presence both internally and externally to the Club.



## Appendix B - Position Description: Vice-President

### Overview

The primary objective of the Vice-President is to act in the President's absence and to assist the President in ensuring the Club adheres to its By-laws and Rules.

Each of the responsibilities listed below are to be undertaken on this basis with the idea of gaining valuable experience that may enable the incumbent to become a future President of The Brisbane Golf Club.

The Vice President is an ex-officio member of all Sub-Committees and may also hold accountability on assigned Sub-Committees.

### Key Internal Stakeholders

- CEO;
- Committee;
- Sub-Committees;
- Standing committees and special purpose groups
- Members; and
- Department Heads.

### Key External Stakeholders

- The Commonwealth Bank;
- BDO;
- Brisbane City Council;
- State Government;
- BDGA and BLDGA
- Golf Australia; PGA of Australia; WPGA Tour of Australasia
- Golf Manager's Association;
- WH&S Consultant; and HR Consultant.

### Qualifications

- Formal business or related qualification or commensurate skills and experience in business/club management positions and awareness of business/club environments.

### Professional Experience

- Demonstrated leadership experience at an enterprise or equivalent level with an understanding of the creation and execution of business strategy.

### Personal Traits

- Tact, Diplomacy and sensitivity;
- Ability to reconcile opposing views;
- Strength and clarity of purpose;
- Ability to lead by example;
- Ability to encourage and get the best from all team members; and
- Power to influence.

### Decision Making

- In accordance with the Rules of The Brisbane Golf Club and as per the Delegation of Authority; and
- Accountable for working with the CEO to prepare and present information to the Committee in order that it can make appropriate decisions.

### Function of Committee

- Accountable for Chairing Committee meetings efficiently and shaping agenda in relation to Club goals, strategy, budget and executive performance; and
- Responsible for encouraging and motivating Committee members to effectively discharge their obligations.

### Performance Management

- Instituting a process for appraising Committee members individually and the Committee as a whole;
- Overseeing succession planning of senior executives, including the CEO; and
- Provide mentoring, development and support to the General Manager.
- Oversight of the CEO
- Overseeing negotiations for the CEO's employment and evaluating the CEO's performance.

### Selection/Termination of Committee

- Assisting with the selection of the Committee in accordance with the Club's constitution.

### Strategic Expertise

- Understands opportunities for change;
- Understands the strategic context and has the ability to review, question and suggest outcomes and activities that can positively assist in strategic formulation;
- Can develop multi-faceted strategies; and
- Understands the importance and value of data and insights to an organisation.

### Care and Diligence

- To act with the degree of care and diligence that a reasonable person might be expected to show;
- To shape a club culture of unity, trust, integrity and openness; and
- To ensure the Committee meets its legal obligations under the Corporations Act. Specifically, the President must meet obligations with respect to insolvent trading, provision and reporting of financial information, disclosure of director interests, lodging information and continuous disclosure.

### **Accounting and Finance**

- Ability to read and interpret company accounts;
- Understands financial reporting obligations; and
- Understands corporate finance including structure and operation of corporate accounts.

### **Compliance and Legislation**

- Understands corporate governance frameworks and corporate obligations relating to both State and Federal laws;
- Understands individual director's legal duties and responsibilities; and
- Understands the legal tenants of natural justice and due process.

### **Achieving Change**

- Open to change;
- Challenges the status quo;
- Understands opportunities for change; and
- Understands the strategic context and can define how change plans should be deployed within larger strategy.

### **Managing Risk**

- Demonstrated experience in managing risk within organisations;
- Understands the risk assessment process and understands the process of classifying and managing risk; and
- Must be able to identify risk exposure and make recommendations on strategy in order that risk exposures are mitigated or removed.

### **Industry Knowledge**

- Understands member-orientated organisations;
- Sound understanding of key regulatory frameworks as it applies to Clubs in Queensland;
- Has been involved with a broad cross-section of businesses and industries in Queensland;
- Understands how to position the Club as a leading member-only club within Queensland and nationally; and
- Experience of commercialising data and insights.

### **Personal Interests**

- Cannot hold a position with a competing industry or Club body; and
- Must disclose any personal interests that may interact with any Club related matters (be that commercial or interest based).

### **Integrity**

- Honours commitments and behaves consistently over time;
- Is open and upfront in dealing with others and receptive to feedback;
- Respected by colleagues for demonstrating a high level of professionalism;
- Admits to and learns from mistakes;
- Acts with integrity and honesty even when it is difficult to do so and does not tolerate unethical business practice in others; and
- Takes action based on integrity even when there is potential personal cost with doing so.

### **Negotiating**

- Positions The Brisbane Golf Club as a premier members-Club in Queensland and nationally;
- Achieves outcomes through influence;
- Sees both sides objectively;
- Accepts out of the box solutions;
- Looks ahead; and
- Creative deal making.

### **Communicating**

- Articulates ideas clearly in conversations and in writing;
- Adjusts communication to suit audiences and understands impact;
- Communicates persuasively across many different forums;
- Interacts effectively with all audiences to engage and inspire them;
- Creates organisational culture and capability for effective communication; and
- Is to work constructively to ensure they have a positive presence both internally and externally to the Club.

## Appendix C - Position Description: Hon. Treasurer

### Overview

As Hon. Treasurer of the Committee, the primary objective is to set and track agreed financial metrics that allow the Club to deliver on its business strategy. The Treasurer is also to ensure that the Club's finances are managed according to mandated statutory accounting standards.

The Hon. Treasurer is an ex-officio member of all Sub-Committees.

### Key Internal Stakeholders

- CEO;
- Committee;
- Sub-Committees;
- Standing committees and special purpose groups
- Members;
- Department Heads;

### Key External Stakeholders

- The Commonwealth Bank;
- BDO;
- BDGA and BLDGA;
- Golf Australia;
- PGA of Australia; and WPGA Tour of Australasia
- Golf Manager's Association.

### Qualifications

- Formal business or related qualification or commensurate skills and experience in business/club management positions and awareness of business/club environments. Financial accounting qualifications are not mandatory but would be of benefit in this role.

### Professional Experience

- Demonstrated leadership experience at an enterprise or equivalent level with an understanding of the creation and execution of business strategy.

### Personal Traits

- Tact, Diplomacy and sensitivity;
- Ability to reconcile opposing views;
- Strength and clarity of purpose;
- Ability to lead by example;
- Ability to encourage and get the best from all team members; and
- Power to influence.

### Decision Making

- In accordance with the Rules of The Brisbane Golf Club and as per the Delegation of Authority;
- Develop and report on the financial performance of the Club;
- Report both monthly and annual club accounts in consultation with the President and CEO;
- To monitor and evaluate financial progress to the strategic plan;
- Accountable for working with the President and CEO to prepare and present financial accounts information to the Committee in order that it can make appropriate decisions;
- Accountable for chairing the Finance, Audit and Governance Sub-Committee; and
- Accountable for presenting monthly minutes from the Finance, Audit & Governance Sub-Committee meeting to the Committee.

### Oversight of the CEO

- Provide oversight of the CEO with respect to the management of day-to-day financial accounts including both revenues and cost centres;
- Assist the CEO in the annual budgeting process; and
- Assist the CEO in the liaison with financial institutions.

### Strategic Expertise

- Understands opportunities for change;
- Understands the strategic context and has the ability to review, question and suggest outcomes and activities that can positively assist in strategic formulation;
- Can develop multi-faceted strategies; and
- Understands the importance and value of data and insights to an organisation.

### Care and Diligence

- To act with the degree of care and diligence that a reasonable person might be expected to show; and
- To ensure that the Committee meets its legal obligations under the Corporations Act. Specifically, the Treasurer must meet obligations with respect to insolvent trading, provision and reporting of financial information, disclosure of director interests, lodging information and continuous disclosure.

### **Accounting and Finance**

- Superior ability to read and interpret company accounts;
- Strongly understands financial reporting obligations; and
- Experienced in corporate finance including structure and operation of corporate accounts.
- Compliance and Legislation
- Understands corporate governance frameworks and corporate obligations relating to both State and Federal laws;
- Understands individual director's legal duties and responsibilities; and
- Understands the legal tenants of natural justice and due process.

### **Achieving Change**

- Open to change;
- Challenges the status quo;
- Understands opportunities for change; and
- Understands the strategic context and can define how change plans should be deployed within larger strategy.

### **Managing Risk**

- Demonstrated experience in managing risk within organisations;
- Understands the risk assessment process and understands the process of classifying and managing risk; and
- Must be able to identify risk exposure and make recommendations on strategy in order that risk exposures are mitigated or removed.

### **Industry Knowledge**

- Understands member-orientated organisations;
- Sound understanding of key regulatory frameworks as it applies to Clubs in Queensland;
- Has been involved with a broad cross-section of businesses and industries in Queensland;
- Understands how to position the Club as a leading member-only club within Queensland and nationally; and
- Experience of commercialising data and insights.

### **Personal Interests**

- Cannot hold a position with a competing industry or Club body; and
- Must disclose any personal interests that may interact with any Club related matters (be that commercial or interest based).

### **Integrity**

- Honours commitments and behaves consistently over time;
- Is open and upfront in dealing with others and receptive to feedback;
- Respected by colleagues for demonstrating a high level of professionalism;
- Admits to and learns from mistakes;
- Acts with integrity and honesty even when it is difficult to do so and does not tolerate unethical business practice in others; and
- Takes action based on integrity even when there is potential personal cost with doing so.

### **Negotiating**

- Positions The Brisbane Golf Club as a premier members-Club in Queensland and nationally;
- Achieves outcomes through influence;
- Sees both sides objectively;
- Accepts out of the box solutions;
- Looks ahead; and
- Creative deal making.

### **Communicating**

- Articulates ideas clearly in conversations and in writing;
- Adjusts communication to suit audiences and understands impact;
- Communicates persuasively across many different forums;
- Interacts effectively with all audiences to engage and inspire them;
- Creates organisational culture and capability for effective communication; and
- Is to work constructively to ensure they have a positive presence both internally and externally to the Club.

## Appendix D - Position Description: Men's Captain and Women's Captain

### Overview

The Men's Captain and Women's Captain are Co-Captains of the Club. Together they are responsible for overseeing golf operations at the Club. Together they are responsible for overseeing golf operations and management of golf matches played at the Club.

The Men's Captain and Women's Captain are ex-officio members of all Sub-Committees.

If, at the close of nominations for the Club Committee, there is no nominee for Women's Captain or Men's Captain, a 6 day or Transition member is eligible to act in the role, pending a full member nomination at the next AGM. The position will be filled by the Committee on advice from subcommittees and other groups across the Club.

A Captain who is a 6 day or Transition member is not eligible to be a member of the Club Committee. They will be a member of the Match Subcommittee.

### Key Internal Stakeholders

- CEO;
- Committee;
- Sub-Committees;
- Standing committees and special purpose groups
- Members;
- Department Heads
- Key External Stakeholders
- BDGA and BLDGA;
- Golf Australia;
- R&A;
- USGA;
- PGA of Australia & WPGA Tour of Australasia

### Qualifications

- Experience in business/club management positions and awareness of business/club environments.

### Professional Experience

- Demonstrated understanding of golf operations including course management and an understanding of golf match play rules and regulations.

### Personal Traits

- Tact, diplomacy and sensitivity;
- Ability to reconcile opposing views;
- Strength and clarity of purpose;
- Ability to lead by example;

- Ability to encourage and get the best from all team members; and
- Power to influence.

### Decision Making

- In accordance with the Rules of The Brisbane Golf Club and as per the Delegation of Authority;
- To ensure that any information relating to Club matches are communicated to Club members;
- To ensure that match activities are conducted appropriately and within the defined Club rules and regulations;
- Accountable for developing and communicating the annual fixtures book in consultation with the Committee;
- Responsible for the co-ordination of all golf competitions conducted including honour board and major events;
- Accountable for chairing the Match Sub-Committee; and
- Accountable for presenting Match Sub-Committee minutes to the Committee.

### Oversight of the CEO

- Provide oversight and support of the CEO and Director of Golf with respect to the management of day-to-day matters relating to match.

### Strategic Expertise

- Understands opportunities for change;
- Understands the strategic context and can review, question and suggest outcomes and activities that can positively assist in strategic formulation;
- Can develop multi-faceted strategies; and
- Understands the importance and value of data and insights to an organisation.

### Care and Diligence

- To act with the degree of care and diligence that a reasonable person might be expected to show; and
- To work constructively with both the CEO and Director of Golf to ensure that all golf matches are played in accordance with mandated Club rules and regulations.

### Compliance and Legislation

- Understands corporate governance frameworks and corporate obligations relating to both State and Federal laws;
- Understands individual director's legal duties and responsibilities; and
- Understands the legal tenants of natural justice and due process.

### **Achieving Change**

- Open to change;
- Challenges the status quo;
- Understands opportunities for change; and
- Understands the strategic context and can define how change plans should be deployed within larger strategy.

### **Managing Risk**

- Demonstrated experience in managing risk within organisations;
- Understands the risk assessment process and understands the process of classifying and managing risk; and
- Must be able to identify risk exposure and make recommendations on strategy in order that risk exposures are mitigated or removed.

### **Industry Knowledge**

- Understands member-orientated organisations;
- Sound understanding of key regulatory frameworks as it applies to Clubs in Queensland;
- Has been involved with a broad cross-section of businesses and industries in Queensland;
- Understands how to position the Club as a leading member-only club within Queensland and nationally; and
- Experience of commercialising data and insights.

### **Personal Interests**

- Cannot hold a position with a competing industry or Club body; and
- Must disclose any personal interests that may interact with any Club related matters (be that commercial or interest based).

### **Integrity**

- Honours commitments and behaves consistently over time;
- Is open and upfront in dealing with others and receptive to feedback;
- Respected by colleagues for demonstrating a high level of professionalism;
- Admits to and learns from mistakes;
- Acts with integrity and honesty even when it is difficult to do so and does not tolerate unethical business practice in others; and
- Acts based on integrity even when there is potential personal cost with doing so.

### **Negotiating**

- Positions The Brisbane Golf Club as a premier members-Club in Queensland and nationally;
- Achieves outcomes through influence;
- Sees both sides objectively;
- Accepts out of the box solutions;
- Looks ahead; and
- Creative deal making.

### **Communicating**

- Articulates ideas clearly in conversations and in writing;
- Adjusts communication to suit audiences and understands impact;
- Communicates persuasively across many different forums;
- Interacts effectively with all audiences to engage and inspire them;
- Creates organisational culture and capability for effective Communication; and
- Is to work constructively to ensure they have a positive presence both internally and externally to the Club.

## Appendix E - Position Description: Men's Vice-Captain and Women's Vice-Captain

### OVERVIEW

The primary objective of the Men's Vice-Captain and Women's Vice-Captain is to act in the Captain's absence and to assist the Captain oversee golf operations at the Club. Together they are responsible for overseeing golf operations and management of golf matches played at the Club.

The Vice-Captains are appointed following:

- a request from the Captains for expressions of interest;
- consultation with the Club Committee, Sub-committees and groups.

Full, Senior, Life, 6 day and Transition members are eligible to take on the role for a maximum term of 3 years.

The Men's Vice-Captain and the Women's Vice-Captain are members of the Match Sub-Committee.

The responsibilities listed below provide valuable experience that may enable the Vice-Captain to become a future Captain of The Brisbane Golf Club.

### Key Internal Stakeholders

- CEO;
- Committee; Sub-Committees;
- Standing committees and special purpose groups
- Members; and
- Department Heads.

### Key External Stakeholders

- BDGA and BLDGA;
- Golf Australia;
- R&A; USGA;
- PGA of Australia and WPGA Tour of Australasia

### Qualifications

- Experience in business/club management positions and awareness of business/club environments.
- Professional Experience
- Demonstrated understanding of golf operations including course management and an understanding of golf match play rules and regulations.

### Personal Traits

- Tact, Diplomacy and sensitivity;
- Ability to reconcile opposing views;
- Strength and clarity of purpose;
- Ability to lead by example;
- Ability to encourage and get the best from all team members; and
- Power to influence.

### Decision Making

- In accordance with the Rules of The Brisbane Golf Club and as per the Delegation of Authority;
- To ensure that match activities are conducted appropriately and within the defined Club rules and regulations.

### Strategic Expertise

- Understands opportunities for change;
- Understands the strategic context and has the ability to review, question and suggest outcomes and activities that can positively assist in strategic formulation;
- Can develop multi-faceted strategies; and
- Understands the importance and value of data and insights to an organisation.

### Care and Diligence

- To act with the degree of care and diligence that a reasonable person might be expected to show; and
- To work constructively with both the CEO and Director of Golf to ensure that all golf matches are played in accordance with mandated Club rules and regulations.

### Compliance and Legislation

- Understands corporate governance frameworks and corporate obligations relating to both State and Federal laws;
- Understands individual director's legal duties and responsibilities; and
- Understands the legal tenants of natural justice and due process.

### Achieving Change

- Open to change;
- Challenges the status quo;
- Understands opportunities for change; and
- Understands the strategic context and can define how change plans should be deployed within larger strategy.

### Managing Risk

- Demonstrated experience in managing risk within organisations;
- Understands the risk assessment process and understands the process of classifying and managing risk; and
- Must be able to identify risk exposure and make recommendations on strategy in order that risk exposures are mitigated or removed.

### **Industry Knowledge**

- Understands member-orientated organisations;
- Sound understanding of key regulatory frameworks as it applies to Clubs in Queensland;
- Has been involved with a broad cross-section of businesses and industries in Queensland;
- Understands how to position the Club as a leading member-only club within Queensland and nationally; and
- Experience of commercialising data and insights.

### **Personal Interests**

- Cannot hold a position with a competing industry or Club body; and
- Must disclose any personal interests that may interact with any Club related matters (be that commercial or interest based).

### **Integrity**

- Honours commitments and behaves consistently over time;
- Is open and upfront in dealing with others and receptive to feedback;
- Respected by colleagues for demonstrating a high level of professionalism;
- Admits to and learns from mistakes;
- Acts with integrity and honesty even when it is difficult to do so and does not tolerate unethical business practice in others; and
- Takes action based on integrity even when there is potential personal cost with doing so.

### **Negotiating**

- Positions The Brisbane Golf Club as a premier members-Club in Queensland and nationally;
- Achieves outcomes through influence;
- Sees both sides objectively;
- Accepts out of the box solutions;
- Looks ahead; and
- Creative deal making.

### **Communicating**

- Articulates ideas clearly in conversations and in writing;
- Adjusts communication to suit audiences and understands impact;
- Communicates persuasively across many different forums;
- Interacts effectively with all audiences to engage and inspire them;
- Creates organisational culture and capability for effective Communication; and
- Is to work constructively to ensure they have a positive presence both internally and externally to the Club.



## Appendix F - Position Description: Committee

### Overview

The role of a Committee member is to contribute to discussion and debate at a Committee level in order that all decisions that are made are done so in the best interests of members and the Club's future. These Committee members may also have accountability at a Sub-Committee level.

### Key Internal Stakeholders

- CEO;
- Committee;
- Sub-Committees;
- Standing committees and special purpose groups
- Members; and
- Department Heads.

### Key External Stakeholders

- The Commonwealth Bank;
- BDO;
- BDGA and BLDGA;
- Golf Australia;
- PGA of Australia and WPGA Tour of Australasia
- Golf Manager's Association.

### Qualifications

- Awareness business/club management positions and a passion for golf.

### Professional Experience

- Experience in a club or business orientated environment.

### Personal Traits

- Tact, Diplomacy and sensitivity;
- Ability to reconcile opposing views;
- Strength and clarity of purpose;
- Ability to lead by example;
- Ability to encourage and get the best from all team members; and
- Power to influence.

### Decision Making

- In accordance with the Rules of The Brisbane Golf Club and as per the Delegation of Authority;
- Provide proactive input in all aspects of the Club's management and operation;
- Assist in strategic planning for the Club;
- Assist in communicating Club decisions or directions to members;
- Chair or participate in Club Sub-Committee activities; and

- Raise member issues or concerns to the Committee for review and resolution.

### Oversight of the CEO

- Assist the CEO in a proactive manner in order that he or she can successfully manage the day-to-day operation of the Club to the satisfaction of members.

### Strategic Expertise

- Understands opportunities for change;
- Understands the strategic context and has the ability to review, question and suggest outcomes and activities that can positively assist in strategic formulation;
- Can develop multi-faceted strategies; and
- Understands the importance and value of data and insights to an organisation.

### Care and Diligence

- To act with the degree of care and diligence that a reasonable person might be expected to show; and
- To work constructively with both the CEO and Director of Golf to ensure that all golf matches are played in accordance with mandated Club rules and regulations

### Compliance and Legislation

- Understands corporate governance frameworks and corporate obligations relating to both State and Federal laws;
- Understands individual director's legal duties and responsibilities; and
- Understands the legal tenants of natural justice and due process.

### Achieving Change

- Open to change;
- Challenges the status quo;
- Understands opportunities for change; and
- Understands the strategic context and can define how change plans should be deployed within larger strategy.

### Managing Risk

- Demonstrated experience in managing risk within organisations;
- Understands the risk assessment process and understands the process of classifying and managing risk; and
- Must be able to identify risk exposure and make recommendations on strategy in order that risk exposures are mitigated or removed.

### **Industry Knowledge**

- Understands member-orientated organisations;
  - Sound understanding of key regulatory frameworks as it applies to Clubs in Queensland;
  - Has been involved with a broad cross-section of businesses and industries in Queensland;
  - Understands how to position the Club as a leading member-only club within Queensland and nationally; and
  - Experience of commercialising data and insights.
- Creates organisational culture and capability for effective communication; and
  - Is to work constructively to ensure they have a positive presence both internally and externally to the Club.

### **Personal Interests**

- Cannot hold a position with a competing industry or Club body; and
- Must disclose any personal interests that may interact with any Club related matters (be that commercial or interest based).

### **Integrity**

- Honours commitments and behaves consistently over time;
- Is open and upfront in dealing with others and receptive to feedback;
- Respected by colleagues for demonstrating a high level of professionalism;
- Admits to and learns from mistakes;
- Acts with integrity and honesty even when it is difficult to do so and does not tolerate unethical business practice in others; and
- Takes action based on integrity even when there is potential personal cost with doing so.

### **Negotiating**

- Positions The Brisbane Golf Club as a premier members-Club in Queensland and nationally;
- Achieves outcomes through influence;
- Sees both sides objectively;
- Accepts out of the box solutions;
- Looks ahead; and
- Creative deal making.

### **Communicating**

- Articulates ideas clearly in conversations and in writing;
- Adjusts communication to suit audiences and understands impact;
- Communicates persuasively across many different forums;
- Interacts effectively with all audiences to engage and inspire them;

## Appendix G – Position Description: CEO

### Overview

The Committee delegates responsibility for the day-to-day management of The Brisbane Golf Club to the CEO who is assisted by department heads. The management of the Club must be consistent with the approved strategic plan for the Club.

The CEO will also be accountable for the delivery of any other items that may be allocated to him/her by the Committee because of member feedback or observations for the improved management of the Club.

### Key Internal Stakeholders

- CEO;
- Committee;
- Sub-Committees;
- Standing committees and special purpose groups
- Members;
- Employees; and Department Heads.

### Key External Stakeholders

- The Commonwealth Bank; BDO;
- Brisbane City Council; State Government;
- BDGA and BLDGA;
- Golf Australia; PGA of Australia; WPGA Tour of Australasia
- Golf Manager's Association;
- WH&S Consultant; HR Consultant;
- Suppliers; Contractors and Sponsors.

### Qualifications

- Formal business or related qualification or commensurate skills and experience in business/club management positions and awareness of business/club environments; and
- Bachelor's degree in business administration, hospitality management, or related field.

### Professional Experience

- Expertise in service excellence;
- Understanding of the private golf club and hospitality business;
- Direct experience managing food and beverage operations as well as special events;
- Demonstrated professional track record in the areas of:
- Financial management; Human resources management; Change management; Project management; Food and beverage operations; Information technology; Public

speaking; Business; and

- Writing; meeting; facilitation; Strategic planning; Budget preparation; Marketing and Advertising; Retail.

### Personal Traits

- Tact, Diplomacy and sensitivity;
- Ability to reconcile opposing views;
- Strength and clarity of purpose;
- Ability to lead by example;
- Ability to encourage and get the best from all team members; and
- Power to influence.

### Decision Making

- In accordance with the Rules of The Brisbane Golf Club and as per the Delegation of Authority.

### Function of Committee

- Accountable for facilitating and coordinating Committee meetings in consultation with the President;
- Responsible for encouraging and motivating Committee members to effectively discharge their obligations; and
- Responsible for ensuring that all information presented to the Committee and decisions made by the Committee are accurately minuted and distributed.

### Performance Management

- Instituting a process for appraising the performance of the
- department heads and employees in a professional and pro-active manner. Such arrangements shall be consistent across the Club;
- Overseeing succession planning of department heads and
- employees; and
- Provide mentoring, development and support to direct reports and employees.

### Operational Management

- As per the direction provided by the Committee develop, deliver and constantly review the Club's strategic plan;
- To monitor and evaluate progress to the strategic plan in consultation with the President;
- Accountable for working with the President to prepare and present information to the Committee in order that it can make appropriate decisions;
- Accountable to the President for ensuring that day to day

- operational activities are successfully completed in a way that is not only consistent with the strategic plan but also to a level that successfully meets the needs of the Club's members;
- Can be receptive to member feedback/criticism and then implement satisfactory solutions in a timely and professional manner;
- Has the ability to make decisions within his or her delegation in a timely and professional manner so as the Club can continue to deliver high quality members services; and
- Is responsible for revenue generating initiatives (in consultation with the Committee) that are consistent with the Club's strategic plan.

### **Oversight of the Department Heads**

- The CEO must ensure that each of his or her Department Heads are fully appraised of the Club's Strategic Plan and understand the accountabilities they have with respect to the successful implementation of the plan;
- The CEO must also ensure that Department Heads are effectively managing the day-to-day operation of their respective areas. This includes making sure that each individual has a position description and that each Department Head understands their key accountabilities and understands what success looks like with respect to each respective accountability; and
- Where the performance of employees falls below the desired expectation, the CEO must proactively intervene to ensure that the performance deficiency is corrected. Such interventions must be done in a fair and consistent manner.

### **Selection/Termination of Employees**

- The CEO shall select, hire and terminate employees in accordance with his or her delegation. In addition, the CEO shall keep the President fully appraised of senior staff movements including both engagements and terminations prior to executing a decision

### **Strategic Expertise**

- Understands opportunities for change;
- Understands the strategic context and has the ability to review, question and suggest outcomes and activities that can positively assist in strategic formulation;
- Can develop multi-faceted strategies; and
- Understands the importance and value of data and insights to an organisation.

### **Care and Diligence**

- To act with the degree of care and diligence that a reasonable person might be expected to show;
- The CEO must ensure the Committee is provided with sufficient information in order that it can make informed decisions about the management and financial well-being of the Club. This includes financial information relating to all of the Club's activities, information on Club staff and any other information that shall allow the Committee to effectively discharge their statutory and Club constitution obligations; and
- To shape a culture of unity, trust, integrity and openness.

### **Accounting and Finance**

- Ability to read and interpret company accounts;
- Understands financial reporting obligations; and
- Experienced in corporate finance including structure and operation of corporate accounts.

### **Compliance and Legislation**

- Understands corporate governance frameworks and corporate obligations relating to both State and Federal laws;
- Understands individual director's legal duties and responsibilities; and
- Understands the legal tenants of natural justice and due process.

### **Achieving Change**

- Open to change;
- Challenges the status quo;
- Understands opportunities for change; and
- Understands the strategic context and can define how change plans should be deployed within larger strategy.

### **Managing Risk**

- Demonstrated experience in managing risk within organisations;
- Understands the risk assessment process and understands the process of classifying and managing risk; and
- Must be able to identify risk exposure and make recommendations on strategy in order that risk exposures are mitigated or removed.

### **Industry Knowledge**

- Understands member-orientated organisations;
- Sound understanding of key regulatory frameworks as it applies to Clubs in Queensland;
- Has been involved with a broad cross-section of businesses and industries in Queensland;
- Understands how to position the Club as a leading member-only club within Queensland and nationally; and
- Experience of commercialising data and insights.

### **Personal Interests**

- Cannot hold a position with a competing industry or Club body; and
- Must disclose any personal interests that may interact with any Club related matters (be that commercial or interest based).

### **Integrity**

- Honours commitments and behaves consistently over time;
- Is open and upfront in dealing with others and receptive to feedback;
- Respected by colleagues for demonstrating a high level of professionalism;
- Admits to and learns from mistakes;
- Acts with integrity and honesty even when it is difficult to do so and does not tolerate unethical business practice in others; and
- Takes action based on integrity even when there is potential personal cost with doing so.

### **Negotiating**

- Positions The Brisbane Golf Club as a premier members-Club in Queensland and nationally;
- Achieves outcomes through influence;
- Sees both sides objectively;
- Accepts out of the box solutions;
- Looks ahead; and
- Creative deal making.

### **Communicating**

- Articulates ideas clearly in conversations and in writing;
- Adjusts communication to suit audiences and understands impact;
- Communicates persuasively across many different forums;
- Interacts effectively with all audiences to engage and inspire them;
- Creates organisational culture and capability for effective Communication; and
- Is to work constructively to ensure they have a positive presence both internally and externally to the Club.

## Appendix H - Finance Sub-Committee Charter

### Purpose

The Finance Sub-Committee is tasked by the Committee to assist them fulfil its oversight responsibilities in regard to finance, audit related matters. Importantly, the key focus of the Sub-Committee must be to work towards completing the objectives articulated within the approved strategic plan and current year budget.

### Sub-Committee Responsibilities

- Ensure accounting and other records are adequately maintained to comply with statutory requirements and Club needs;
- Ensure that financial budgets are prepared and approved by the Committee and on an annual and long-term basis to meet the Club's governance and planning needs;
- Ensure that monthly reporting is promptly and accurately performed, to enable the Committee to assess the performance of the Club, and to take any corrective action;
- Ensure that the Club's information technology is suitable;
- Ensure that the annual financial statements of the Club are prepared in accordance with the relevant accounting standards;
- Ensure that the Club's operating and capital requirements are adequately provided for;
- Ensure that all Club assets and risks are adequately assessed and insured as necessary and ensure a systematic approach to managing the club's key risks is undertaken;
- Recommend to the Committee rates for entrances fees, subscriptions, green fees, competition fees and any other charges;
- Ensure that adequate internal controls exist to ensure that income and expenditure is properly recorded and controlled;
- Ensure that all statutory records are properly maintained, and all employees are adequately remunerated in accordance with statutory requirements and best practice;
- Ensure the Club meets all superannuation requirements;
- Ensure all statutory payments are promptly remitted in accordance with legislative requirements and timetables;
- Organise the internal audit;
- Develop the annual audit plan and assess the performance of the external auditor;
- Discuss with the external auditor any audit problems encountered in the normal course of audit work, including any restriction on audit scope or access to information;
- Ensure that significant findings and recommendations made by the external auditor and management's proposed response are received, discussed and acted on appropriately; and
- Keep the members updated on finance, related information.

### Composition

- This Sub-Committee will be Chaired by the Hon. Treasurer;
- At least one other Committee member will be appointed;
- The CEO and Finance Manager will be required to attend every meeting;
- The President, Vice President, Men's Captain and Women's Captain are ex-officio members of this Sub-Committee;
- All appointments or discontinuations to the Sub-Committee will be made by the President;
- A quorum of any meeting will be three (3) people;
- Voting rights on this Sub-Committee will be equal. Should a vote be split the vote of the Chair of this Sub-Committee will prevail;
- The CEO and Finance Manager will not vote;
- The Secretary of this Sub-Committee will be the Finance Manager; and
- The Committee, through the Sub-Committee Chair, may extend an invitation to any person to attend as observers.

### Meetings

- Meetings are to be held at least once a month and should correspond with the Club's financial reporting cycle;
- The Committee must be advised of any additional meetings held outside of the above dates; and
- Meetings are to last no longer than two hours and with this type of time expectation a concise agenda to stay on point is required and discussion per issue limited to reasonable lengths of time.

### Agenda and Minutes

- A Secretary for this Sub-Committee will be selected at the start of each calendar year.
- The Secretary of this Sub-Committee will work with the Chair and CEO to set the agendas;
- Items must be forwarded to the Secretary of the Sub-Committee in writing prior to the Sub-Committee meeting;
- The Secretary of this Sub-Committee will also take the minutes;

- The minutes will clearly outline the tasks generated at the Sub-Committee meeting, who they are to be completed by and their due date;
- A Dropbox has been established for the Sub-Committee meeting to distribute and store Sub-Committee papers, minutes, agendas and reports;
- The minutes will be made available and uploaded to the Dropbox within one week of that meeting being held;
- The Sub-Committee Chair will approve them beforehand; and;
- All information to be tabled and discussed at a Sub-Committee meeting is to be made available in the Dropbox at prior to the Sub-Committee meeting.

**Authority and Approval Process**

- The Sub-Committee has accountability for developing and elevating decisions for resolution to the Committee;
- The Sub-Committee must act within its approved delegations of authority and ensure there is clear viability at a Committee level on all decisions being made that influence operations at the Club; and
- Requests and other approvals required outside of the budget by other Sub-Committees are to be presented to the Finance Sub-Committee in writing and their recommendation must be obtained before the Committee will consider it.

**Reporting and Recommendations**

- The minutes of each Sub-Committee meeting are to be included in the Committee papers for the next Committee meeting;
- Recommendations must be highlighted in the minutes so that they are clearly visible;
- Who nominated and seconded the recommendation should be noted as well;
- Only recommendations included in the minutes of the Sub-Committee meeting will be discussed at the next Committee meeting. This will ensure the Committee is not required to make a decision without at least five days' notice; and
- The Sub-Committee must ensure the Committee is aware, in a timely manner, of matters that may significantly affect the financial condition or affairs of the business.

**Review**

- The President and the CEO will conduct regular reviews of this Charter; and
- The Committee has adopted this Charter and if changes to the framework or underpinning appendices are to be made, it must be presented to the Committee for approval prior to the documents (in question) being ratified.

**Publication**

- This Charter is available to members.

**Adopted by the Committee**

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President

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Date

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Chair

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Date

## Appendix I - Match Sub-Committee Charter

### Purpose

- The Match Sub-Committee is tasked by the Committee to plan and conduct successful golf competitions in accordance with Club rules and by-laws. The Sub-Committee is also responsible for handicaps and enforcing club etiquette on the course.
- Sub-Committee Responsibilities
- Plan and prepare the annual golfing calendar;
- Establish and advertise conditions under which competitions are to be played;
- Determine and update where necessary Local Rules and Temporary Local Rules;
- Manage and control all matters affecting matches, competitions and the playing of golf including any disputes that may arise;
- Ensure compliance with R & A Rules of Golf;
- Ensure the course is set up in accordance with Golf Australia handicap and course rating systems;
- Maintain a current handicap system for members in accordance with the rules prescribed by Golf Australia;
- Index the rating of holes for stroke play and match play;
- Select teams and ancillary team managers for pennant and other competitions as required;
- Recommend competition fees;
- Determine competition formats and tee times;
- Communicate shotgun start times to the Course Superintendent;
- Determine prize allocation for Club competitions;
- Oversee the junior golf program;
- Manage the course etiquette policy;
- Oversee minor disciplinary matters relating to playing golf;
- Direct more serious issues to the Committee.
- Keep the members updated on match related information.

### Composition

- This Sub-Committee will be Co-Chaired by the Men's Captain and Women's Captain.
- The Men's Vice-Captain and the Women's Vice Captain and at least one other Committee member will be appointed;
- The CEO, Director of Golf or the Assistant Director of Golf will be required to attend every meeting;
- The President, Vice President and Hon. Treasurer are ex-officio members of this Sub-Committee;
- All appointments or discontinuations to the Sub-Committee will be made by the President;

- A quorum of any meeting will be three (3) people;
- Voting rights on this Sub-Committee will be equal. Should a vote be split the vote of the Chair of this Sub-Committee will prevail;
- The CEO, Director of Golf or the Assistant Director of Golf will not vote;
- The Secretary of this Sub-Committee will be the Captain, unless otherwise determined by the Committee; and
- The Committee, through the Sub-Committee Chair, may extend an invitation to any person to attend as observers.

### Meetings

- Meetings are to be held at least once a month;
- The Committee must be advised of any additional meetings held outside of the above dates; and
- Meetings are to last no longer than two hours and with this type of time expectation a concise agenda to stay on point is required and discussion per issue limited to reasonable lengths of time.

### Agenda and Minutes

- A Secretary for this Sub-Committee will be selected at the start of each calendar year.
- The Secretary of this Sub-Committee will work with the Chair and CEO to set the agendas;
- Items must be forwarded to the Secretary of the Sub-Committee in writing prior to the Sub-Committee meeting;
- The Secretary of this Sub-Committee will also take the minutes;
- The minutes will clearly outline the tasks generated at the Sub-Committee meeting, who they are to be completed by and their due date;
- A Dropbox has been established for the Sub-Committee meeting to distribute and store Sub-Committee papers, minutes, agendas and reports;
- The minutes will be made available and uploaded to the Dropbox within one week of that meeting being held;
- The Sub-Committee Chair will approve them beforehand; and;
- All information to be tabled and discussed at a Sub-Committee meeting is to be made available in the Dropbox at prior to the Sub-Committee meeting.

### Authority and Approval Process

- The Sub-Committee has accountability for developing and elevating decisions for resolution to the Committee;



- The Sub-Committee must act within its approved delegations of authority and ensure there is clear viability at a Committee level on all decisions being made that influence operations at the Club; and
- Requests and other approvals required outside of the budget are to be presented to the Finance, Audit and Governance Sub-Committee in writing and their recommendation must be obtained before the Committee will consider it.

**Reporting and Recommendations**

- The minutes of each Sub-Committee meeting are to be included in the Committee papers for the next Committee meeting;
- Recommendations must be highlighted in the minutes so that they are clearly visible;
- Who nominated and seconded the recommendation should be noted as well;
- Only recommendations included in the minutes of the Sub-Committee meeting will be discussed at the next Committee meeting. This will ensure the Committee is not required to make a decision without at least five days' notice; and
- The Sub-Committee must ensure the Committee is aware, in a timely manner, of matters that may significantly affect the financial condition or affairs of the business.

**Review**

- The President and the CEO will conduct regular reviews of this Charter; and
- The Committee has adopted this Charter and if changes to the framework or underpinning appendices are to be made, it must be presented to the Committee for approval prior to the documents (in question) being ratified.

**Publication**

- This Charter will be made available to members.

**Adopted by the Committee**

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President

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Date

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Chair

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Date

## Appendix J - Course Sub-Committee Charter

### Purpose

The Course Sub-Committee is tasked by the Committee to develop and deliver the approved Course Set-Up Policy, Course Maintenance Standards, Course Master Plan and Course Landscape Plan to provide members the best possible course within the resources available. The Sub-Committee also manages member feedback and requests directly relating to the course.

### Sub-Committee Responsibilities

- Recommend from time-to-time amendments to the Course Set-Up Policy; Course Maintenance Standards, Course Master Plan and Course Landscape Plan for approval of the Committee;
- Establish and oversee the annual works and maintenance programs associated with the Course Set-Up Policy; Course Maintenance Standards, Course Master Plan and Course Landscape Plan in conjunction with the Course

### Superintendent

- Determine and formulate from time-to-time course re-design in conjunction with persons having relevant expertise. This may include the Course Superintendent, Course Architect, Landscape Architect, Director of Golf, PGA Professionals and other experts from the fields of irrigation, turf, engineering and town planning as required;
- Prepare annual capital and expenditure budgets for approval by the Committee;
- Overview tee and pin placements and possible requirements for relief (GUR) in conjunction with the match committee;
- Offer input for honour board and major event scheduling to allow appropriate timing for course presentation;
- Oversee the development and implementation of the equipment maintenance and replacement plan;
- Oversee the development and implementation of the Workplace Health & Safety Policy;
- Keep the members updated on course related information;
- Keep up to date with member feedback and requests.

### Composition

- This Sub-Committee will be chaired by a Committee member determined by the President;
- The Men's Captain, Women's Captain, and Vice-Captains will be appointed;
- The CEO, Course Superintendent, Director of Golf or the Assistant Director of Golf will be required to attend every meeting;

- The President, Vice President and Hon. Treasurer are ex-officio members of this Sub-Committee;
- All appointments or discontinuations to the Sub-Committee will be made by the President;
- A quorum of any meeting will be three (3) people;
- Voting rights on this Sub-Committee will be equal. Should a vote be split the vote of the Chair of this Sub-Committee will prevail;
- The CEO, Course Superintendent, Director of Golf or the Assistant Director of Golf will not vote.
- The Secretary of this Sub-Committee will be the Course Superintendent, unless otherwise determined by the Committee;
- The Committee, through the Sub-Committee Chair, may extend an invitation to any person to attend as observers.

### Meetings

- Meetings are to be held at least once a month;
- The Committee must be advised of any additional meetings held outside of the above dates;
- Approval to hold a meeting of the Course Standing Committee must be firstly obtained by the Committee; and
- Meetings are to last no longer than two hours and with this type of time expectation a concise agenda to stay on point is required and discussion per issue limited to reasonable lengths of time.

### Agenda and Minutes

- A Secretary for this Sub-Committee will be selected at the start of each calendar year.
- The Secretary of this Sub-Committee will work with the Chair and CEO to set the agendas;
- Items must be forwarded to the Secretary of the Sub-Committee in writing prior to the Sub-Committee meeting;
- The Secretary of this Sub-Committee will also take the minutes;
- The minutes will clearly outline the tasks generated at the Sub-Committee meeting, who they are to be completed by and their due date;
- A Dropbox has been established for the Sub-Committee meeting to distribute and store Sub-Committee papers, minutes, agendas and reports;
- The minutes will be made available and uploaded to the Dropbox within one week of that meeting being held;
- The Sub-Committee Chair will approve them beforehand; and;
- All information to be tabled and discussed at a Sub-Committee meeting is to be made available in the Dropbox at prior to the Sub-Committee meeting.

**Authority and Approval Process**

- The Sub-Committee has accountability for developing and elevating decisions for resolution to the Committee;
- The Sub-Committee must act within its approved delegations of authority and ensure there is clear viability at a Committee level on all decisions being made that influence operations at the Club; and
- Requests and other approvals required outside of the budget are to be presented to the Finance, Audit and Governance Sub-Committee in writing and their recommendation must be obtained before the Committee will consider it.

**Reporting and Recommendations**

- The minutes of each Sub-Committee meeting are to be included in the Committee papers for the next Committee meeting;
- Recommendations must be highlighted in the minutes so that they are clearly visible;
- Who nominated and seconded the recommendation should be noted as well;
- Only recommendations included in the minutes of the Sub-Committee meeting will be discussed at the next Committee meeting. This will ensure the Committee is not required to make a decision without at least five days' notice; and
- The Sub-Committee must ensure the Committee is aware, in a timely manner, of matters that may significantly affect the financial condition or affairs of the business.

**Review**

- The President and the CEO will conduct regular reviews of this Charter; and
- The Committee has adopted this Charter and if changes to the framework or underpinning appendices are to be made, it must be presented to the Committee for approval prior to the documents (in question) being ratified.

**Publication**

- This Charter will be made available to members.

**Adopted by the Committee**

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President

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Date

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Chair

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Date

## Appendix K - Member Services' Sub-Committee Charter

### Purpose

The Member Services' Sub-Committee is tasked by the Committee to generate ideas and implement programs for the recruitment and retention of members. The Sub-Committee also manages the continuing enhancement of membership services including but not limited to the Golf Shop, Golf Operations and the Clubhouse.

### Sub-Committee Responsibilities

- Develop strategies to drive the recruitment of new members and reduce attrition;
- Oversee the annual renewal campaign;
- Develop an event list each year;
- Review all services and products available to members;
- Oversee the development and implementation of the Club's communication and digital media policy; and
- Keep up to date with member feedback and requests.
- Develop the role and reporting responsibilities of the Member Engagement Group.
- Composition
- This Sub-Committee will be chaired by a Committee member determined by the President;
- The Vice-President and at least one other Committee member will be appointed;
- The CEO, Events Manager, and Corporate Sales and Operations Manager will be required to attend every meeting;
- The President, Hon. Treasurer and Captain are ex-officio members of this Sub-Committee;
- The Chair of the Member Engagement Group.
- All appointments or discontinuations to the Sub-Committee will be made by the President;
- A quorum of any meeting will be three (3) members;
- Voting rights on this Sub-Committee will be equal. Should a vote be split the vote of the Chair of this Sub-Committee will prevail;
- The CEO, Events Manager, and Corporate Sales and Operations Manager will not vote;
- The Secretary of this Sub-Committee will be nominated by the Chair of the Sub-Committee; and
- The Committee, through the Sub-Committee Chair, may extend an invitation to any person to attend as observers.

### Meetings

- Meetings are to be held at least once a month;
- The Committee must be advised of any additional meetings; and

- Meetings are to last no longer than two hours and with this type of time expectation a concise agenda to stay on point is required and discussion per issue limited to reasonable lengths of time.

### Agenda and Minutes

- A Secretary for this Sub-Committee will be selected at the start of each calendar year.
- The Secretary of this Sub-Committee will work with the Chair and CEO to set the agendas;
- Items must be forwarded to the Secretary of the Sub-Committee in writing prior to the Sub-Committee meeting;
- The Secretary of this Sub-Committee will also take the minutes;
- The minutes will clearly outline the tasks generated at the Sub-Committee meeting, who they are to be completed by and their due date;
- A Dropbox has been established for the Sub-Committee meeting to distribute and store Sub-Committee papers, minutes, agendas and reports;
- The minutes will be made available and uploaded to the Dropbox within one week of that meeting being held;
- The Sub-Committee Chair will approve them beforehand; and
- All information to be tabled and discussed at a Sub-Committee meeting is to be made available in the Dropbox prior to the Sub-Committee meeting.

### Authority and Approval Process

- The Sub-Committee has accountability for developing and elevating decisions for resolution to the Committee;
- The Sub-Committee must act within its approved delegations of authority and ensure there is clear viability at a Committee level on all decisions being made that influence operations at the Club; and
- Requests and other approvals required outside of the budget are to be presented to the Finance, Audit and Governance Sub-Committee in writing and their recommendation must be obtained before the Committee will consider it.
- Reporting and Recommendations
- The minutes of each Sub-Committee meeting are to be included in the Committee papers for the next Committee meeting;
- Recommendations must be highlighted in the minutes so that they are clearly visible;
- Who nominated and seconded the recommendation should be noted as well;

- Only recommendations included in the minutes of the Sub-Committee meeting will be discussed at the next Committee meeting. This will ensure the Committee is not required to make a decision without at least five days' notice; and
- The Sub-Committee must ensure the Committee is aware, in a timely manner, of matters that may significantly affect the financial condition or affairs of the business.

**Review**

- The President and the CEO will conduct regular reviews of this Charter; and
- The Committee has adopted this Charter and if changes to the framework or underpinning appendices are to be made, it must be presented to the Committee for approval prior to the documents (in question) being ratified.

**Publication**

- This Charter will be made available to members.

Adopted by the Committee

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President

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Date

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Chair

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Date

## Appendix L - Governance Sub Committee

### Purpose

The Governance Sub-Committee oversees the function and duties of the Club Committee, serving as a resource on governance for the Club. It is responsible for setting and monitoring the standards and processes associated with decision making across the Club. This Sub-Committee is part of the checks and balances that ensure the Club Committee is complying with industry, state, and federal regulations and the Club's Corporate Governance Framework.

### Sub-Committee Responsibilities

- Identify current and projected vacancies on the board, assessing the composition of the current board and identifying gaps in competencies or demographics, and finding and recruiting potential board members.
- Orient new board members about the Club and its programs, finances, and plans; how the board itself operates, how the staff and board interact, and what their role is in on the Committee.
- Review how the board is functioning, focussing, and prioritising initiatives.
- Monitor state and federal regulatory requirements to ensure the board and the Club comply at all times.
- Monitor and lead the updating of the Club Rules and Corporate Governance Framework, advising the Committee on matters related to the implementation and transgression where disciplinary processes are considered.
- Recommend continuing education programs and opportunities relating to not-for-profit board responsibilities and best practices.
- Advise the Committee on the adoption and enforcement of a conflict-of-interest policy and a code of conduct among the board members.
- Establish panels or groups as required such as a Rules Advisory Group, Nominating Panel and Disciplinary Panel.

### Operations

- This Sub-Committee will be chaired by a Committee member determined by the President.
- The CEO can attend meetings but has no voting rights.
- The President, Vice President, Treasurer and Captains are ex-officio members of this Sub-Committee.
- All appointments or discontinuations to the Sub-Committee are made by the President.
- A quorum of any meeting will be three (3) members.
- All Sub-Committee members have voting rights. Should a vote be tied, the Chair has a casting vote.

- The Secretary of this Sub-Committee is nominated by the Chair of the Sub-Committee.
- The Chair may extend an invitation to any person to attend as observers.

### Meetings

- Meetings are held on an as required basis;
- The Sub-Committee reports to the Committee on work in progress
- Meetings should last no longer than two hours
- A concise agenda is required and discussion per issue limited to reasonable lengths of time.

### Agenda and Minutes

- A Secretary for this Sub-Committee will be selected at the start of each calendar year.
- The Secretary of this Sub-Committee will work with the Chair and CEO to set the agendas;
- Items must be forwarded to the Secretary of the Sub-Committee in writing prior to the Sub-Committee meeting;
- The Secretary of this Sub-Committee will also take the minutes;
- The minutes will clearly outline the tasks generated at the Sub-Committee meeting, who they are to be completed by and their due date;
- A Dropbox has been established for the Sub-Committee meeting to distribute and store Sub-Committee papers, minutes, agendas and reports;
- The minutes will be made available and uploaded to the Dropbox within one week of that meeting being held;
- The Sub-Committee Chair will approve them beforehand; and;
- All information to be tabled and discussed at a Sub-Committee meeting is to be made available in the Dropbox prior to the Sub-Committee meeting.

### Authority and Approval Process

- The Sub-Committee has accountability for developing and elevating decisions for resolution to the Committee;
- The Sub-Committee must act within its approved delegations of authority and ensure there is clear viability at a Committee level on all decisions being made that influence operations at the Club; and
- Requests and other approvals required outside of the budget are to be presented to the Finance and Audit Sub-Committee in writing and their recommendation must be obtained before the Committee will consider it.

**Reporting and Recommendations**

- The minutes of each Sub-Committee meeting are to be included in the Committee papers for the next Committee meeting;
- Recommendations must be highlighted in the minutes so that they are clearly visible;
- Who nominated and seconded the recommendation should be noted as well;
- Only recommendations included in the minutes of the Sub-Committee meeting will be discussed at the next Committee meeting. This will ensure the Committee is not required to make a decision without at least five days' notice; and
- The Sub-Committee must ensure the Committee is aware, in a timely manner, of matters that may significantly affect the financial condition or affairs of the business.

**Review**

- The President and the CEO will conduct regular reviews of this Charter; and
- The Committee has adopted this Charter and if changes to the framework or underpinning appendices are to be made, it must be presented to the Committee for approval prior to the documents (in question) being ratified.

**Publication**

- This Charter will be made available to members.

**Adopted by the Committee**

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President

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Date

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Chair

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Date

## Appendix M The Women's Advisory Group Terms of Reference

### Purpose

The Women's Advisory Group is tasked by the Club Committee and the Member Services Sub-Committee to support women members and grow women's golf at BGC. The Women's Advisory Group makes an important contribution to the ongoing enhancement of membership benefits.

### Responsibilities

- Develop and monitor the Women and Girls Engagement Plan.
- Coordinate a social program around the women's golfing calendar.
- Coordinate key dates for social events across the women's groups with Member Services.
- Communicate with the Member Services Sub-Committee on key matters.
- Provide golfing, social and organisational feedback to Sub-Committees & the CEO.

### Composition

- The Woman's Advisory Group is Chaired by the Women's Captain or delegate.
- Standing members include the Midweek Women's Coordinator, the Weekend Women's Coordinator, the Senior Golf Coordinator and from the BGC Management Team, the Women's and Junior Development Manager.
- The Mahjong Coordinator and Garden Group Coordinator are welcome attendees.
- The Queensland Manager of Women & Girls Golf is invited as an advisory friend.
- All Club office bearers, the Chair of the Member Services and the Vice-Captains are ex-officio members of The Women's Advisory Group.

### Meetings

- The group meets on as needed basis

### Reporting and recommendations

- Feedback and recommendations are not binding on Member Services.

### Review

- The Terms of Reference are reviewed on an as required basis.
- The Club Committee approves the Terms of Reference.

### Publication

- The Terms of Reference are available to all members, published in the Corporate Governance Framework on the Club website.

### Adopted by the Club Committee

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President

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Date



## Appendix N - Course Advisory Group Terms of Reference

### Role

- To be a team of advisors to the Club Committee on matters relating to the development of the playing course and practice facilities.
- To report its recommendations and opinions to the Club Committee through the Course sub-committee.
- Unless the Club Committee approves any such recommendation, it shall be referred (at least once) back to the Course Advisory Group (CAG) for reconsideration and comment.
- Normal maintenance procedures (e.g. surface preparations, configuration of play – tee and pin positions, weed control, fertilizers, profiling, irrigation processes, and routine arboreal matters) remain under the control of the Course Sub Committee through the Course Superintendent.
- To co-opt others as temporary non-voting advisors as required.

### Authority

Members of the CAG are elected under 2.2 above The Terms of reference may be amended by the Club Committee.

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President

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Date

### Composition

- The President and the Course Sub Committee Chair at the time,
- Three members appointed by the Club Committee are to be selected from former Committee Members
- The members are elected for One year period.
- Members may be re-elected.
- Employer positions; Chief Executive Officer (providing the administrative support), the Course Superintendent and the Club Professional.
- Casual vacancies will be filled by the Club Committee for the remainder of the term of the retiring member.

### Meetings

- All CAG members may propose, move and second motions, but only, those in 2.1 and 2.2 above may cast a vote.
- A simple majority is required to pass a resolution.
- A quorum is five (5) including three (3) voting members.
- Chair to be the Course Sub Committee Chair or as elected by the CAG.
- The CAG must meet once per year, and otherwise as required.

## Appendix O – Work Plan Template

October	November	December	January
Nomination of Office Bearers Audit Event List	Member Diary Annual Report Audit Completion Report	AGM Determine Sub-Committees Compositions Review Corporate Governance Framework Facility Renewals	Implement New Member Strategies Committee Inductions Winter Loan Notes Update Wedding/Event Packages
February	March	April	May
Opening Days Update Catering Plan Beverage Price Rise New Menus	Food Safety Inspections Tagging & Testing	Course Maintenance Plan Review Strategic Plan	Budget Fire Safety Inspection
June	July	August	September
Liquor Licensing Fee Member Financial Update	Workcover Queensland Wages Declaration Annual Payroll Tax Return	Renewals New Menus Establish KPIs	Plan Tennis Car Parking Review Position Descriptions Department Heads Evaluations Tagging & Testing

## Meeting Schedule

Committee – Last Wednesday of the month.

FAGS – Around Day 15 of the month; Match and Course – Around Day 20 of the month; Member Services – Third Friday of the month.

## Appendix P – Grievance Procedure

The Queensland Government has provided a factsheet on an updated grievance procedure that will form part of the Model Rules for incorporated associations from 1 July 2024. Adoption of this new procedure will commence from that date. The following link takes you to the relative fact sheet outlining the procedure.

[Model rules grievance procedure preview for incorporated associations](#)

## Appendix Q – Confidentiality Commitment

### Background

- Committee members are elected by the members of The Brisbane Golf Club (the “Club”) to represent them on the General Committee (the “Committee”); and
- At times, Committee members, will be given confidential information to allow them to perform their role as outlined in their position specification (the “Purpose”).

### Definitions

- Confidential information means all information provided or disclosed by the Club or any other person authorised by the Club which relates to the Club, including any financial information, contracts or other documents that are disclosed (the “Confidential Documents”), any notes, copies or other documents made of or created from the Confidential Documents; and any source documents for the Confidential Documents and/or the documents referred to in the Confidential Documents (to the extent they contain information which is confidential to the Club).

### Undertaking

I \_\_\_\_\_ undertake:

To use the Confidential Information solely for the Purpose;

- To keep confidential the Confidential Information;
- Not to disclose the Confidential Information to any person, unless compelled by legal process to disclose such information, or as otherwise agreed by the Committee;
- To always ensure that copies of the Confidential Documents in my possession or control are safeguarded from unauthorised use and disclosure;
- Not to take any copy of any Confidential Document without the Committee’s prior written permission; and
- To securely dispose of all copies of the Confidential Documents provided to me when no longer required.

### I acknowledge and agree that:

- The Confidential Information is valuable property and that any disclosure of it could give rise to various levels of damage to the Club;
- The obligations of confidentiality referred to above in this Undertaking will continue even after the Confidential Documents have been returned; and
- Any breach of confidentiality reduces the trust and confidence the Committee members have for each other which is not in the best interests of the Club or its Members.

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Signature

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Date

## Appendix R - Committee Approval Process

### Step 1

A need for approval is determined.

### Step 2

The CEO is advised in writing that a need for approval is required.

### Step 3

A proposal is prepared and forwarded to the CEO in advance of the appropriate Sub-Committee Meeting.

### Step 4

The proposal will be distributed immediately to the members of the appropriate Sub-Committee.

### Step 5

If the appropriate Sub-Committee approves the proposal their clear recommendation is to be included in their Sub-Committee's minutes.

### Step 6

The Sub-Committee minutes will be distributed to the Committee with any supporting documentation with the agenda.

### Step 7

The Committee Meeting minutes will record any decisions and/or status of the approval.

### Step 3.5 (if required)

If the need involves capital expenditure of \$5,000 or more that is not in the pre-approved budget or \$15,000 or more that is included in the budget the recommendation of the appropriate Sub-Committee must be provided to the Finance, Audit & Governance Sub-Committee so they can make a recommendation to the Committee as well. The need for approval may continue to the Committee regardless of a positive or negative recommendation being received from the Finance, Audit & Governance Sub-Committee.

### Flying Minute

Approval can be obtained outside of a Committee meeting via a flying minute at the discretion of the President. The flying minute will be coordinated by the CEO and involves a resolution being emailed to all Committee members with a request to vote anonymously.

A flying minute requires a written positive response from 100% of Committee members to constitute the Committee approval.

### Review and Approval Process

Generally, approvals given by department heads can be done in writing via email. A letter is also sufficient. Text messages, however, will not be accepted. The person seeking the approval will not be seen as having an official approval if they are unable to provide it in writing upon request.

The internal audit each year will also test this process is being followed by testing random expenditure and matching it with approvals in writing.

### Proposal Requirements

Proposal should include the following information:

- Name of department head making the request;
- Name of individual responsible for project management;
- Project title; Project description;
- Cost/expenditure breakout;
- The exact contingency being allowed for;
- Equipment type (if applicable);
- Brief needs analysis;
- Recommended funding sources;
- Recommended return of investment (if applicable);
- Recommended project timing;
- Recommended member communication; and
- Any drawings or sketches.

### Probity Advisor

The Committee may appoint a probity advisor with specific skills and expertise to review expenditure if required.

### Use of External Persons in Tender Process

On occasion it may be necessary to engage the services of a consultant or other external persons to provide subject matter advice and expertise for a category of goods and/or services that the Club plans to take to tender. Such services are generally sourced only where the specific expertise is not available within the Club.

### Flow-On Work or Variations

A supplier's engagement may result in the need for further related flow-on work or variations. Flow-on work or variations refers to a new piece of work that is directly related to an initial engagement, but which was not reasonably anticipated at the time of seeking initial quotes and/or tenders and, therefore, not included in the initial scope of work. Approval is required before any flow on work or variation is completed.

### **Splitting the Value of Procurement Activity**

The value of a procurement activity must not be split into separate transactions in order to bring it below the threshold value at which: additional quotes are required; a formal quote or tender is required, or a financial delegation limit applies. Where commercial reasons exist for splitting the value of a procurement activity between two or more suppliers or by placing more than one order with the same supplier, the whole requirement must be approved for the total value involved by the appropriate delegated authority.

### **Documentation of Approvals**

All Committee approvals must be documented in the minutes of the Committee meeting minutes where approval was provided. This is the only test which will be used to determine if the CEO or department head has received Committee approval other than a flying minute.

### **Exemptions**

Exemptions can only be obtained via the President who must consult firstly with the Finance, Audit and Governance Sub-Committee.

## Appendix S - Delegation of Authority

	Level of Approval	Approval Method	Notes
<b>Expenditure</b>			
< \$1,000 in Budget	DH	DHA	Reasonable effort to be made to source the best price.
\$1,001 to \$5,000 in Budget	CEO	CEOA	Two written quotes.
\$5,001 and \$15,000 in Budget	CEO	CEOA	Three written quotes.
> \$15,000 in Budget	Committee	CA	Refer to Committee approval process.
< \$1,000 not in Budget	CEO	CEOA	Two written quotes.
\$1,001 and \$5,000 not in Budget	CEO	CEOA	Three written quotes.
> \$5,000 not in Budget	Committee	CA	Refer to Committee approval process.
Budget & Key Assumptions	Committee	CA	Around August each year.
Golf Retail Purchases >\$5,000	CEO	CEOA	Must be accordance with annual purchase plan.
Insurance	Committee	CA	Expires 30 September each year.
Any Equipment Leasing	Committee	CA	Quote from preferred lenders CBA.
Any Equipment Rentals	Committee	CA	Quote from preferred lenders CBA.
Any Property Related Leasing	Committee	CA	
Contract < \$5,000 per annum	CEO	CEOA	
Contract > \$5,001 per annum	Committee	CA	Recommended that legal advice be sort.
Emergency Expenditure	DH	DHA	Only in case of emergency. All expenditure will be tested.
< \$500 Donations (Cash or Kind)	CEO	CEOA	
> \$500 Donations (Cash or Kind)	Committee	CA	
Sponsorships Out (Cash or Kind)	Committee	CA	All sponsorship requests to go to the Committee.
Sponsorship In (Cash or Kind)	CEO	CEOA	For example, Captain's Challenge or Legends Pro-Am.
<b>Finance &amp; Administration</b>			
Purchase Order	DH	DHA	
Authorise Receipt of Goods	DH	DHA	Segregation of duties need to be considered
Authorise Payment of Invoicing	DH	DHA	
Petty Cash	FM	FMA	Limited of \$100 per authorized DH per day.
Credit Applications	CEO	CEOA	Refers to opening accounts with new suppliers.
Budget Changes	CEO	CEOA	Reviewed by FAGS.
Issue Credit Card	CEO	CEOA	If more than \$2,000 limit required, then Committee
Credit Card Reconciliations	DH	DHA	
International Travel	Committee	CA	
Domestic Travel	Committee	CA	
Entertainment	Committee	CA	
Sundry Expenses	DH	DHA	Sundry Expenses to be reviewed by external auditor annually
Sundry Staff Expenses	DH	DHA	Sundry Staff Expenses to be reviewed by external auditor annually.
Gifts and Gratuities	DH	DHA	Register needs to be created.
Safe Access	FM	CEOA	List of Safe Access needs to be kept up to date.
Key Distribution	CEO	CEOA	Key Allocation needs to be kept up to date.

	Level of Approval	Approval Method	Notes
<b>Finance &amp; Administration (cont)</b>			
Security Access	CEO	CEOA	List of Security Access to be kept up to date.
WorkCover Compliance	FM	FMA	Consultation required with CEO and Treasurer
FBT Compliance	FM	FMA	Consultation required with CEO and Treasurer
Business Activity Statements	FM	FMA	
Superannuation Payments	FM	FMA	
Change Banking Arrangements	Committee	CA	
<b>Pricing and Products</b>			
Membership Subscription Fees	Committee	CA	FAGS to recommend.
Entrance Fees	Committee	CA	FAGS to recommend.
Locker Fees	Committee	CA	MSC to recommend.
Buggy Sheds Rental	Committee	CA	MSC to recommend.
Motorised Cart Membership Fees	Committee	CA	MSC to recommend.
Club Storage & Cleaning	Committee	CA	MSC to recommend.
Green Fees	Committee	CA	Match to recommend.
Competition Fees	Committee	CA	Match to recommend.
Motorised Cart Hire	Committee	CA	MSC to recommend.
Casual Range Balls	Committee	CA	MSC to recommend.
Range Ball Membership	Committee	CA	MSC to recommend.
Golf Tuition	CEO	CEOA	DG to recommend.
Event Pricing	CEO	CEOA	Reviewed by Member Services.
Wedding Packages	CEO	CEOA	Reviewed by Member Services.
Corporate Golf Day Packages	CEO	CEOA	Reviewed by Member Services.
Beverage List and Pricing	CEO	CEOA	Reviewed by Member Services.
Menu List and Pricing	CEO	CEOA	Reviewed by Member Services.
Discount Events or Promotions	CEO	CEOA	Reviewed by Member Services.
<b>HR</b>			
Create a New Position	Committee	CA	
Hire New Employee	CEO	CEOA	Always keep Committee updated.
Internal Promotion	CEO	CEOA	Always keep Committee updated.
Paperwork Preparation	HOBN	HOBN	
Approval of Paperwork – CEO or DH	Committee	CA	
Approval of Paperwork – Other	CEO	CEOA	
Increase Hourly Rate or Salary	CEO	CEOA	
Amend Employee Contract	HOMA	HOMA	
Bonus or Commission Incentives	Committee	CA	Committee to consult with HOMA if required.
Disciplinary Action	HOBN	HOBN	HOBN to consult with HOMA as required.
Annual Leave – CEO	President	P	
Annual Leave – DH	CEO	CEOA	
Annual Leave – Other	DH	DHA	
Performance Review - CEO	Committee	CA	

	Level of Approval	Approval Method	Notes
<b>HR (cont)</b>			
Performance Review – DH	CEO	CEOA	
Performance Review - Other	DH	DHA	
Termination – CEO or DH	Committee	CA	Committee to consult with HOMA.
Termination – Employees > 1 Year	CEO	CEOA	CEO to consult with HOMA.
Termination – Employees < 1 Year	CEO	CEOA	CEO to consult with HOBN.
Redundancies	Committee	CA	CEO to consult with HOMA.
Complaint Handling	CEO	CEOA	
<b>Other</b>			
e-Newsletters	CEO	CEOA	Red Tees, Captain's Report, President's Report, Misc. Emails.
Internal Point of Sale	CEO	CEOA	Includes posters, tent cards, flyers, brochures, application forms.
Social Media	CEO	CEOA	Facebook, Instagram, Twitter and LinkedIn
Website	CEO	CEOA	
Other Complaints	CEO	CEOA	
Standard Operating Procedures	Committee	CA	
Workplace Health & Safety	WH&SC	WH&SC	
Appointment of Consultants	Committee	CA	

## Acronyms

Acronym	Definition	Acronym	Definition
CA	General Committee Approval	CEO	CEO
COGS	Cost of Goods	CEOA	CEO Approval
DH	Department Head	HOBN	Human Outsource Bonita Nicol
DHA	Department Head Approval	HOMA	Human Outsource Mark Algie
FAGS	Finance, Audit & Governance Sub-Committee	MSC	Member Service's Sub-Committee
FAGSA	Finance, Audit & Governance Sub-Committee Approval	P	President
FAM	Finance & Administration Manager	WH&SCA	Workplace Health & Safety Consultant Approval
FAMA	Finance & Administration Manager Approval	WH&SC	Workplace Health & Safety Consultant