



## Election of Directors 2018 Information Pack for Election as a Director of Golf NSW

This Information Pack is provided to persons considering nominating as a Director of Golf NSW.

### PART 1 – BACKGROUND

#### About Golf NSW

Golf NSW is the governing body for amateur golf in New South Wales and the Australian Capital Territory. Golf NSW's primary role is to promote, encourage and advance the game of golf in NSW and the ACT. Golf NSW is responsible for the promotion, control and management of major golf championships and other major events or competitions in the State for amateur golfers, course ratings, handicapping, high performance and representative teams, promotion and adherence to the Rules of Golf. Golf NSW also offers guidance and assistance to affiliated golf clubs and Country District Golf Associations on various financial, governance, legal, industrial and administrative issues as required.

Golf NSW is a Company limited by guarantee and is administered through a Board of Directors who are supported by a full-time administration. The Board of Golf NSW has established five Committees:

- Finance Committee
- Governance Committee
- Golf Committee (Events, Rules, Handicapping and Course Rating)
- Advisory Committee
- Remuneration Committee

Further information about Golf NSW, including a copy of our Constitution; Strategic Plan 2018-21 and previous Annual Reports are available from the Golf NSW website at: <http://www.golfnsw.org/Governance>

#### Board Membership and Term of Office for Elected Directors of Golf NSW

##### Membership

The Constitution of Golf NSW, provides that the Board of Golf NSW shall consist of **nine Elected Directors**; three who must be male, three who must be female and three Directors of either gender. The Constitution of Golf NSW also provides the Board with the power to appoint up to two Appointed Directors for a term of up to one year.

Of **nine Elected Directors**; at least one female Director and one male Director must have his or her principal place of residence in the Sydney Metropolitan Area (Sydney Residence) and at least one female Director and one male Director must have his or her principal place of residence outside the Sydney Metropolitan area, in NSW or the ACT (Country Residence).

Under the Golf NSW Constitution, the Sydney Metropolitan area is defined as “the County of Cumberland and the area allocated to the association which was previously known as the Nepean District Golf Association”.

Following each annual election of the Board, the new Board must elect from within its membership the positions of Chairman, Deputy Chairman and Chairman of Finance.

Refer to the section titled “The Election of Directors in 2018” in Part 2 of this Information Pack for further information on the number of vacancies for the current election process and how to nominate.

### Term of office

Directors of Golf NSW are elected on a rotational basis for terms of 2 years. The Elected Directors term of office commences at the conclusion of the relevant Annual General Meeting and ceases at the conclusion of the second Annual General Meeting following their election. A Director can seek re-election, however, a Director may not serve for more than 3 consecutive terms (6 years).

It is important that you are able to commit to the set term of office, as it affects Board performance, succession planning and organisational health.

## **Powers and Role of the Board**

As Directors are elected or appointed to act on behalf of Golf NSW, a high level of trust is placed in them to act appropriately. Under the law, Directors have fiduciary duties to the organisation. This means that Directors are required to act with a high degree of trust, honesty, care and diligence and to act in the best interests of Golf NSW at all times.

The Golf NSW Code of Conduct for Directors provides a summary of the responsibilities of the Board and the Directors under the Corporations Act 2001 and other information concerning the expected behaviors and conduct of Directors as members of the Board. Directors will be required to sign the Golf NSW Directors Code of Conduct prior to their first Board meeting.

The powers of the Board and its decision-making authority and obligations are set out in the Constitution, by-laws made by the Board, relevant Golf NSW governance policies/procedures and under the *Corporations Act 2001*.

The role of the Board is to oversee the Golf NSW’s business on behalf of the members and to ensure that Golf NSW remains viable and effective both in the present and for the future.

Rule 66 of the Golf NSW Constitution provides that:

*“Subject to this Constitution, the Board will be responsible for the management of the business and affairs of the Company.”*

It is not the role of the Board to become involved in the day to day operations of Golf NSW except as required by legislation or as a consequence of exceptional circumstances.

The Board’s key roles are in the following areas:

**Strategic planning** – set and review the short, medium and long-term goals of the organisation in consultation with management and stakeholders.

**Financial oversight** – approve budgets, monitor business performance, approve large investments and any major financial decisions ensure there is accurate financial reporting.

**Oversight of Chief Executive Officer (CEO)** – appointment, performance management and review, providing advice and guidance and remuneration of the CEO.

**Policy formulation** – establish a Board-level policy framework for governing Golf NSW, including the identification of respective Board and management responsibilities.

**Legal compliance** – ensure that Golf NSW complies with all aspects of the law, including legislation covering such areas as employment, taxation, health and safety.

**Risk** – ensure major risks are identified and managed appropriately.

**Organisational performance** – monitor and supervise management and organisational performance.

**Succession planning** – for Board Directors and the CEO.

**Member and stakeholder relations** – engage and communicate with our members and other key stakeholders, build relationships and seek views on the strategic direction of Golf NSW.

**Promotion of Golf NSW** – acting as positive ambassadors for Golf NSW.

**Committees** – establishing and determining the functions of Board committees.

**Reporting** – maintaining appropriate levels of communications to members and other stakeholders at regular intervals and at the AGM.

#### Board meetings and time commitments as a Director

Director positions and membership of Committees are voluntary. Most Directors will be appointed to at least one Committee.

The Board generally meets 6-8 times per year at regular intervals. Meetings are usually held during business hours at Golf NSW's Offices at 1A Duncan Street, ARNCLIFFE, NSW. The usual duration for a Board meeting is between 2-3 hours plus relevant preparatory work prior to any meetings. Teleconferences are sometimes conducted to deal with urgent matters between scheduled Board meetings. Where possible and convenient Committee meetings are usually held on the same day as and prior to Board meetings.

You may not realistically be able to attend all of them - but as a 'rule of thumb' it is recommended that the minimum attendance be 80% of meetings.

Despite having appropriate skills and experience, if you are unable to make this time commitment, it would substantially diminish your effectiveness as a member of the Board.

Travel and accommodation expenses incurred in the course of Board activities are governed by the Golf NSW Reimbursement Policy for Directors.

#### Committees

Depending on your areas of expertise (for example, financial) and the skill sets of other Directors, you may also be asked to join or Chair a Committee. Current Golf NSW Committees are:

- Finance Committee
- Governance Committee
- Golf Committee
- Advisory Committee
- Remuneration Committee

#### Board activities

From time to time, Board members must participate in activities such as strategic planning workshops, Board performance evaluations, golf events, etc. Depending on your role on the Board, you may also be required to speak to the media on behalf of the Board or the organisation.

#### Annual General Meeting (AGM)

The presence of Board members is required at all AGMs. This demonstrates to members your commitment to the Board and increases confidence in the Board.

### **Skills, qualifications and experience to be a Director of Golf NSW**

#### Board Director Attributes

The aim is to create a Board for Golf NSW which is comprised of Directors who have a balance across a range of board-level competencies and personal qualities.

Individual Directors will bring different insights to the Board with regard to their technical skills, knowledge and experience. It is not expected that Directors will be strong in all areas – rather that the collective

capability of all Directors should address the full list of attributes listed below and thereby maximise the potential for effective governance and direction of the organisation.

From time to time, in calling for Director applications for election to the Board, or in considering the appointment of a board member directly, the Board may assign particular priority to one or more attributes. This could be to address Board skill needs for an emerging strategic initiative, or to redress what the Board may see as a gap in the skill mix across the Board.

Competencies related to the role of Director include;

- Strategic expertise
- Corporate governance
- Legal
- Accounting and finance
- Risk management
- Managing people and achieving change
- Specific golf sector knowledge

Personal qualities suited to the role of Director include;

- Leadership
- Integrity
- Curiosity and courage
- Interpersonal and communication
- Passion and enthusiasm
- Business instinct
- Active contributor

The above 'desired director attributes' are described at <http://www.golfnsw.org/site/content/document/00038639-source.pdf>

**"Priority Skills"** – As 7 of the 9 elected Director positions are to be contested this year, the Board invites candidates to highlight in their resume and statement which of the above desired attributes they would bring to broaden the skills mix across the Board. Further, the Board is keen that candidates possess:

- a demonstrated passion to contribute to advancement of the sport,
- ability to make considerable time commitment – to be an active contributor, and
- good interpersonal and communication skills.

Member clubs and District Associations will be asked to bear the above in mind when casting their votes.

### **Diversity**

The Board of Golf NSW is keen to seek directors who bring a diversity of background, experience and perspectives to the Board, and this may be a consideration in calling for Board nominations.

The Constitution of Golf NSW contains prescriptions to ensure an appropriate mix of male/female and metropolitan/non-metropolitan directors on the Board.

## **PART 2 – THE NOMINATION AND ELECTION PROCESS**

### **The current Board**

The current Board of Directors are:

- Mr Peter Mitchell (Chairman)
- Mrs Meralyn Fage (Deputy Chair)
- Ms Gemma Dooley (Chair of Finance)
- Mr Grant Harding
- Ms Sally Kirkright
- Mr Michael Medway
- Mr John Robinson
- Mr Les Wallace
- Mr Darrell Watts

### The Election of Directors in 2018

In the 2018 elections, **seven Directors** will need to be elected to fill the positions to be vacated by Peter Mitchell, Meralyn Fage, Gemma Dooley, Grant Harding, John Robinson, Les Wallace and Darrell Watts. These Directors terms will cease at the conclusion of the 2018 Annual General Meeting. At least two of these positions must be filled by a female and at least two of these positions must be filled by a male.

The term in office for other two Elected Directors will cease at the conclusion of the 2019 Annual General Meeting.

John Robinson is ineligible to stand for election in 2018 as he has served three consecutive terms.

#### Mandatory composition of Board

In accordance with Rule 33 of the Golf NSW Constitution ***“The nine Elected Directors of the Board shall comprise three Directors who must be male, three Directors who must be female and three Directors of either gender. At least one female Director and one male Director must have his or her principal place of residence in the Sydney Metropolitan Area (Sydney Residence), and at least one female and one male Director must have his or her principal place of residence outside the Sydney Metropolitan Area in New South Wales or the ACT (Country Residence).”*** As such, at least one of the female and at least one of the male Directors to be elected in 2018 has to be from the country area.

### Eligibility to Nominate

Subject to the Corporations Act, any person is eligible to stand for election as a Director of Golf NSW.

### How to Nominate

#### A Candidate must:

- indicate on the DIRECTOR NOMINATION FORM the address of his/her principal place of residence and whether he or she is standing as a country or metropolitan candidate.
- be proposed and seconded by a PROPOSER and SECONDER, each of whom is either:-
  - an office holder of a Golf Club that is an affiliated Member of Golf NSW; OR
  - an office holder of an affiliated men’s or women’s Country District Golf Association**Note: “Office Holders” should be members of the Board of a Club, or Committee members of a DGA**
- complete the DIRECTOR NOMINATION FORM and ensure that it is signed by the Candidate, Proposer and Seconder.
- complete the CANDIDATE RESUME AND STATEMENT
- have lodged the completed DIRECTOR NOMINATION FORM and the completed CANDIDATE RESUME AND STATEMENT by the close of nominations (**4.00pm on Thursday, 18 October 2018**).

### Receipt of Nomination

Receipt of a valid nomination will be confirmed in writing to each candidate. Time permitting, the Returning Officer will return incomplete or non-compliant forms for review, completion and resubmission. Re-submitted Forms must be submitted by **4.00pm on Thursday, 18 October 2018**.

### Advice to Voters

As soon as possible after the close of nominations, the names of all candidates and a copy of each candidate's CANDIDATE RESUME AND STATEMENT will be sent by the Returning Officer, Golf NSW, to all members entitled to vote.

### Who votes for the Directors of the Board?

Following a meeting of the Golf NSW Council, held on 7 October 2016, the Golf NSW Constitution was amended which dissolved the Council and transferred all of its voting powers, including the election of Directors of the Board, to all Member Clubs and Country District Golf Associations.

### Contact for Election Matters

Enquiries may be directed to Graeme Phillipson at [election@golfnsw.org](mailto:election@golfnsw.org) or Phone: 02 9505 9105.

### Where to Lodge a Nomination

The completed DIRECTOR NOMINATION FORM and the completed CANDIDATE RESUME AND STATEMENT must be lodged by **4.00pm AEST on Thursday, 18 October, 2018**. Nominations can be lodged by post, fax, email or delivered by hand to:

<u>By Post:</u>	The Returning Officer, Golf NSW, PO Box 195, ARNCLIFFE NSW 2205	<u>By Fax:</u>	(02) 9505 9199
<u>By Hand:</u>	Golf NSW, 1A Duncan Street, ARNCLIFFE NSW 2205	<u>By Email:</u>	<a href="mailto:election@golfnsw.org">election@golfnsw.org</a>

The DIRECTOR NOMINATION FORM will not be valid unless each of the Parts is completed and it is signed, where specified, by all necessary persons and accompanied by the completed CANDIDATE RESUME AND STATEMENT. Nominations received after the closing date cannot be accepted.

## PART 3 – CONTACT POINTS FOR FURTHER INFORMATION ABOUT BEING A DIRECTOR

If you would like further information about any aspect of Golf NSW's business or your potential nomination as a Director of Golf NSW in 2018 please contact any one of the following persons:

- Stuart Fraser (Chief Executive Officer, Golf NSW) Telephone (02) 9505 9105 (Golf NSW Office)
- Graeme Phillipson (Returning Officer, Golf NSW) Telephone (02) 9505 9105 (Golf NSW Office)

*Note: None of the above contacts are a nominee for election as Director in 2018 elections.*



## GOLF NSW LIMITED

### CODE OF CONDUCT FOR DIRECTORS

#### INTRODUCTION:

We acknowledge that it is a requirement of the Constitution of Golf NSW Limited (“the Company”) that all Directors agree to sign and comply with this Code of Conduct. This Code is not a comprehensive statement of the legal obligations of Directors, and each Director is responsible to ensure that they are aware of, and comply with, their legal obligations as a member of the Company’s Board.

Directors are appointed by the Council of the Company, are responsible to the Members for the sound governance of the Company, are required to act in the best interests of the Company as a whole, and are required to act in accordance with the Company’s Constitution and applicable law.

In this Code of Conduct “we” means the Directors of the Company collectively and individually, and, “Director” means a member of the Company’s Board.

#### DECLARATION:

We each declare that we are eligible to hold office as a Director and that we are not disqualified from being a Director or holding a managerial office in a corporation under any law or by the order of any court or regulatory authority with jurisdiction over such matters.

#### CORPORATIONS ACT REQUIREMENTS:

We acknowledge our obligations under the *Corporations Act 2001*:

1. to exercise our powers and discharge our duties with all the care and diligence that a reasonable person would exercise in the role of Director;
2. to act in good faith in the best interests of the Company and for a proper purpose;
3. to recognise and avoid conflicts of interest, and, to properly disclose and manage such conflicts if they arise;
4. not to make improper use of our position for personal gain (or the gain of another person) or to the detriment of the Company; and

5. not to make improper use of information gained in the course of our duties as Directors for personal gain (or the gain of another person) or to the detriment of the Company.

**OTHER KEY RESPONSIBILITIES:**

We will:

1. act in the best interests of the Company and its members as a whole;
2. act honestly and carefully in all dealings which concern the Company;
3. act in accordance with legal obligations to the Company's employees, Members, other stakeholders and creditors;
4. act only within the limits of our authority. We each acknowledge that decisions of the Board must be made in duly constituted Board meetings (or as otherwise permitted under the Company's Constitution or by law), and individual Directors do not have the authority to act or make decisions, or make public statements, on behalf of the Company unless we hold current delegated authority from the Board to do so;
5. make judgments in good faith, based on diligent and intelligent interest in all information which Directors might properly expect the Company's management team to provide;
6. take reasonable steps to inform ourselves about the current legal and compliance requirements associated with being a Director (which may include undertaking professional development and training in accordance with any policy set by the Board);
7. ensure the Company has policies and procedures in place to meet legal compliance requirements, and we acknowledge that Directors may be personally responsible for breaches of some legal requirements both individually and by the Company;
8. ensure that accounting records are maintained, monitored and audited as required by law;
9. maintain familiarity with the Company's financial affairs, insist on thorough and regular reporting of financial matters, and participate in forward financial planning;
10. support the Company and the sport of golf by attending significant Company and other industry events as appropriate;
11. at all times behave towards employees, Members and other stakeholders in a manner which is appropriate, courteous, and which does not unlawfully discriminate against any person;
12. act at all times within the spirit as well as the letter of the law;



13. not misuse the property of the Company; and
14. avoid behaviour which brings discredit upon the Company.

**CONFIDENTIALITY:**

We agree to maintain the confidentiality of Board meetings, and not disclose/use or allow to be disclosed/used, confidential information of the Company received in our role as Directors, without the prior authorisation of the Board unless:

1. we are required to disclose that information by law (in which case we will only disclose it to the extent required by law); or
2. required by the order of a court or regulatory authority (in which case we will only disclose it to the extent required by such order).

**BOARD MEETINGS AND ACTIONS:**

We will:

1. act with respect and in a spirit of collegiality towards one another;
2. acknowledge that each Director has a contribution to make to the Board and that we will debate matters under consideration by the Board openly and constructively;
3. be loyal to the Board and publicly support Board decisions even where we may individually have voted against a decision (but in serious circumstances we may make a report of a matter to an appropriate regulatory authority if we believe this to be required);
4. be familiar with, and comply with, the Company's Constitution;
5. make reasonable endeavours to attend Board meetings in person where possible, and we will notify the Chairman and Chief Executive Officer as soon as possible to provide an explanation if we are unable to attend or need to attend by means of technology;
6. be prepared for Board meetings and participate actively and attentively;
7. inform ourselves about the operations of the Company to the extent required to carry out our duties;
8. understand the Board's role in policy formation and governing the Company, as distinct from the role of the Company's management team;
9. establish such committees as we consider necessary for the proper management of the Company; and

10. monitor and oversee those matters delegated to the Company's management team by the Board, but we will not personally intervene in day-to-day operational matters.

**EXECUTION:**

I agree that I have read this Code of Conduct and agree to comply with it.

Director's Name: \_\_\_\_\_

Signed: ..... Date: .....

Approved by the Board:

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