

# Australian Polo Council Ltd

## Board Charter

The business of the APC (Australian Polo Council Ltd) is managed under the direction of the Board of Directors. The Board is accountable to its Members (the State Polo Associations) for the performance of the APC.

### Role of the Board

- (a) The Board has primary responsibility to the State Polo Associations for the sustainability and relevance of the APC by guiding and monitoring its business and affairs.
- (b) In carrying out its responsibilities, the Board undertakes to serve the interests of the State Polo Associations, the members of the State Polo Associations, Affiliated Polo Clubs, Affiliated Polo Club members, employees, customers and the broader community.
- (c) Each Director of the APC will act in good faith in the best interests of the APC as a whole, irrespective of the State Polo Association by which they were appointed, and collectively oversee and appraise the strategies, major policies, processes and performance of the company using care and diligence to ensure that the APC's long term sustainability is assured.
- (d) The independence of the Directors is a paramount principle of governance. Directors must not misuse their position on the Board to advance personal interests nor to represent particular constituencies. Directors will not use information available to them as Board members to advance personal interests or agendas.
- (e) Directors are required to inform the Board of any conflicts or potential conflicts of interest they may have in relation to particular items of business. Directors must absent themselves from discussion or decisions on those matters. Where a conflict of interest or potential conflict is not identified by a Director, the Chair of the Board or Committee (or other Directors) must call the matter to the attention of the Director.

### Structure and composition

- (a) The APC Constitution provides for the appointment of ten non-executive directors – two appointed by each State Polo Association.
- (b) The Directors must elect one of their number as President and another as Deputy President. The President is the Chairman of the Board; the Deputy President is the Deputy Chairman. The terms President and Chairman should be viewed as interchangeable. The Directors must also elect one of their number as Treasurer.
- (c) The President, Deputy President and Treasurer shall comprise the Executive Sub-Committee.
- (d) Each Director must be appointed by a State Polo Association and cannot be an employee of the APC or a subsidiary.
- (e) Subject to a resolution by a majority of Directors eligible to vote, to dismiss a Director for misconduct, each Director will hold office for such time as the appointing State Polo Association determines.
- (f) The Board is assisted by Committees which are accountable to the Board for specific and specialised activities. Committees will generally comprise Directors and non-Board Committee members with particular expertise relevant to the functions of the Committee.

### Responsibilities of the Board

**The Board is responsible for the management of the affairs of the APC, including:**

- (a) Setting the strategic direction of the APC and monitoring implementation of that strategy.
- (b) Appointing the Company Secretary.
- (c) Monitoring financial outcomes and the integrity of reporting; in particular, approving annual budgets and longer-term strategic and business plans.
- (d) Setting specific limits of authority for the Executive Committee to commit to new expenditure, entering contracts or acquiring businesses without Board approval.

- (e) Approving acquisitions and disposals of businesses and investments above the delegated limits of authority.
- (f) Approving significant changes of key policies.
- (g) Ensuring that effective audit, risk management and compliance systems are in place to protect the Company's assets and to minimise the possibility of the APC operating beyond legal requirements or beyond acceptable risk parameters.
- (h) Monitoring compliance with regulatory requirements and ethical standards.
- (i) Reporting to the members on the discharge of their responsibilities in such a manner as is approved by the Board from time to time.
- (j) Appointing such Sub-Committees of the Board as may be appropriate to assist in the discharge of its responsibilities, determining their responsibilities and approving a charter for each Committee.
- (k) In discharging these responsibilities, each Director is bound by the Corporations Act, the Constitution and all charters, policies and codes of conduct in force from time to time including, but not limited to:
  - This Charter
  - The Committee charters
  - The Board and Committee Code of Conduct
  - The APC Member Protection Policy
- (l) The Board's responsibilities are collegiate and, once decisions are made, Directors must not publicly advocate policies contrary to established Board decisions.
- (m) The Board delegates to the Executive Sub-Committee responsibility for implementing the strategic direction, and for managing the day-to-day operations of APC.
- (n) Applying sanctions to Directors and Board Committee members who breach the Board and Committee Code of Conduct.

## Role of the Executive Committee

### The responsibilities of the Executive Committee are principally to:

- (a) Approve expenditure related to the activities defined as Executive Committee functions and capital expenditure up to \$10,000.
- (b) Determine arrangements for international competitions including:
  - Eligibility for selection
  - Travel arrangements for representative teams
  - National uniforms and associated branding issues
- (c) Approve operational activities including:
  - Communications
  - Administrative issues
  - Insurance matters

## Role of the President

### The responsibilities of the President are principally to:

- (a) Liaise with the Company Secretary to see that Board members are appropriately briefed and have access to information on aspects of the APC's operations.

- (b)** Establish the agenda for Board meetings, in consultation with the Executive Sub-Committee and Company Secretary.
- (c)** Preside over Board and General Meetings of the Company. He/she has the task of making sure the Board is well informed and effective; that the members, individually and as a group, have the opportunity to air differences, explore ideas and generate the collective views and wisdom necessary for the proper operation of the Board and the Company; that no individual members dominate discussion or behave in a fashion which would limit other members being able speak freely.
- (d)** Set a standard for Board members in terms of attendance at meetings and prior familiarity with Board Papers distributed and issues to be raised.
- (e)** Ensure that the meetings are conducted competently, ethically and in an open fashion consistent with a transparent culture; he/she is expected to provide effective leadership in formulating the strategic direction for the Group.
- (f)** Act as advocate for the implementation of APC Policies and assist the State Polo Associations in implementing APC Policies.
- (g)** Provide guidance on interpretation of APC Policies where the ambiguity need for further clarity arises.
- (h)** Ensure an adequate process of performance review of the Board is carried out regularly.
- (i)** Chair the following Committees:
  - Executive Committee
  - Benchmark Handicap Committee
  - Rules Committee
- (j)** Act as the principal point of liaison with other national polo associations.
- (k)** Act as the principal point of contact and spokesperson for media organisations.
- (l)** Act as the principal point of contact for the Australian Sports Commission and other Commonwealth Government agencies.
- (m)** Act as the overall head of the administration of the sport of polo in Australia.

## **Review of Charter**

The Board will regularly review this charter and the charters of Board Committees to ensure they remain consistent with the Board's objectives and responsibilities, and relevant standards of corporate governance.