



Bomaderry

Bowling Club Ltd

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Board of Directors Conduct Policy

iTsMyClub Group

(Bomaderry Bowling Club Ltd, incorporating Berry Bowling Club and Nowra Golf Club)

1. Purpose and Scope

This policy provides direction, encourages responsible behaviour, and requires commitment from each Board Member in the performance of their duties. This document is subsidiary to the Club's Constitution and the Members Conduct Policy. **Importantly, this policy operates in addition to, and not instead of, the Members Conduct Policy.** It applies to all Elected Directors and Board-appointed Committee Delegates, who remain fully bound by the broader conduct requirements expected of all members. In accordance with Rule 2.4, this policy has effect as a contract between the Club and each Director.

2. Strategic Governance vs. Operational Management

To ensure the long-term success of the Club, the Board must operate on the business rather than within it.

- **Management Autonomy:** The Board is responsible for the management of the business and affairs of the Club, but delegates the day-to-day operations to the management team.
- **Lines of Communication:** Directors must respect the stated lines of communication, which involve working through the CEO/Secretary to the Board.
- **Operational Interference:** Directors must implement a "hands-off" approach and not instruct individual Club employees outside of authorized channels.
- **Management Focus:** The daily running of the facilities, staff supervision, and membership service are the responsibility of the management team.

3. Broad Board Focus Areas

The Board shall focus its efforts on high-level strategic and fiduciary responsibilities, including:

- **Strategic Planning:** Setting the long-term vision, mission, and strategic goals for the group.
- **Financial Oversight:** Monitoring the financial health of the Club, including the approval of budgets and significant capital expenditures.
- **Risk Management:** Identifying and mitigating legal, financial, and reputational risks to the organization.
- **Policy Development:** Establishing the broad policies and By-laws that govern the Club's operations.

- **CEO Accountability:** Appointing the Secretary/CEO and defining their duties, remuneration, and performance metrics.
- **Compliance:** Ensuring the Club meets all obligations under the Registered Clubs Act, Liquor Act, and Gaming Machines Act.

4. Discipline and Vacation of Office

The process for suspension and removal is governed strictly by the Constitution:

- **Membership Discipline:** The Board may reprimand, fine, suspend, or expel a member under Rule 20.1 for conduct unbecoming of a member or prejudicial to the interests of the Club.
- **Rights Under Suspension:** Any Director whose membership is suspended is prohibited from attending any meeting of the Club—including Board Meetings—or using Club facilities during the suspension period (Rule 22.1).
- **Automatic Vacancy:** The office of a Director shall be automatically vacated if they are suspended from membership for a period exceeding three (3) months (Rule 35.1(o)).
- **Attendance:** A Director's office is automatically vacated if they are absent from Board meetings for ninety (90) days without prior written consent (Rule 35.1(d)).

5. Board Confidence and Conflicts

- **Maintaining Confidence:** Directors must maintain the confidence of the Board and support all decisions made by the Board once a determination is reached.
- **Material Personal Interests:** Directors must declare material personal interests as soon as practicable (Rule 32.1). They must not be present while the matter is considered or vote on the issue (Rule 32.2).

Endorsed and Board Approved Effective Date 25 May 2026

