

# Charter for The RMTC Foundation Governors

## 1. Purpose

- 1.1. The RMTC Foundation Governors are integral to the RMTC Committee's commitment to establishing a Foundation to support the Club and in so doing the game of real tennis in Australia. The Governors administer The RMTC Foundation Fund and make recommendations as to how amounts received by The RMTC Foundation may be used.
- 1.2. This Charter sets out the role of the Governors, the scope of their activities, and key matters relating to how they administer The RMTC Foundation.

## 2. Role and Scope

- 2.1. The role of the Governors is to administer The RMTC Foundation Fund and provide advice and recommendations to the Committee and information and reports to Members.
- 2.2. The Governors will act together as the Governors' Group in making recommendations and all other decisions.
- 2.3. The Governors' Group may make proposals and recommendations in respect of expenditure or other actions, but they do not make any binding decisions on behalf of RMTC.
- 2.4. The role and scope the Governors' Group will be reviewed on an annual basis by the RMTC President together with the Chair of the Governors' Group. Any recommended changes to the scope, activities or reporting will be put to the Committee for consideration.

## 3. Membership

### *Qualifications and experience*

- 3.1. The Governors' Group normally comprises five members, including the RMTC President or nominee and the immediate past President.
- 3.2. The Committee will fill casual vacancies on the Governors' Group in consultation with the Chair.
- 3.3. The combination of Governors at any point in time will bring understanding of the game of real tennis in Australia and overseas, and experience and expertise across a range of disciplines including governance, finance, marketing, sports administration and stakeholder engagement.

### *Term of appointment*

- 3.4. Governors are appointed initially for a three-year term with the opportunity, by mutual agreement between the individual and the Committee, for up to two extensions each of no more than three years.
- 3.5. Governors may serve in the role for no longer than three consecutive terms (nine years in total). The appointment of new Governors will be organised by the Committee to ensure a combination of continuity and fresh perspectives.

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## *Chair*

- 3.6. The Chair of the RMTTC Foundation Governors' Group will be appointed by the Committee, on the recommendation of the RMTTC President, for a three-year term. At the end of the three-year term a new Chair will be appointed.

## *Remuneration*

- 3.7. Governors will not be remunerated. Their out-of-pocket expenses are expected to be minimal and will be met by the Club. The quantum of these will be included in the Governors' annual report.

## *Conflicts*

- 3.8. At meetings of the Governors, individuals will declare any relevant conflicts and absent themselves in advance from discussion or consideration of any matter which may give rise to a conflict for them.
- 3.9. Any information relating to members that the Governors or the Committee note as relevant to address in the nature of conflicts will be disclosed in the Governors' annual report.

## **4. Meetings**

### *Proceedings and Agenda*

- 4.1. The Governors may regulate proceedings at their meetings as they see fit.
- 4.2. They will develop a standing agenda covering matters to be considered at each meeting. They may consider additional matters as they see fit in fulfilling their role.
- 4.3. A quorum of three Governors is required for a Governors' Group meeting.
- 4.4. Recommendations and other decisions of the Governors' Group shall require a simple majority.

### *Provision of RMTTC Support*

- 4.5. A member of the RMTTC staff will assist with any administrative matters concerning meetings of the Governors.
- 4.6. Minutes of meetings will be promptly circulated by the Chair to the other Governors for their review and approval.

### *Availability of Information*

- 4.7. The Committee will ensure that the Governors have sufficient information available to perform their role. Matters on which the Committee is to keep the Governors' Group informed include:
  - Membership information
  - Information pertinent to the financial position and performance of the Club overall and in particular the quantum of funds received by the Club for the RMTTC Foundation, how they have been invested and a reconciliation of movements in the RMTTC Foundation Fund balance each six months
  - Committee plans to develop Club facilities, the game of tennis at RMTTC and the professional staff.

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### *Frequency and location of meetings*

- 4.8. The Governors will meet at least quarterly.
- 4.9. Governors' meetings will take place face-to-face at the Club or via communications technology which allows all persons participating in the meeting to communicate with each other, as appropriate.

### *Other attendees*

- 4.10. The Chair of the Governors' Group may invite another member of the RMTC Committee to attend a regular meeting of Governors.

## **5. Reporting**

- 5.1. The Governors will formally report to the Members on operations and activities of the RMTC Foundation on an annual basis, or more frequently if decided by the Governors.
- 5.2. The Governors will formally report their review and recommendations to the Committee on an annual basis. In addition, the Governors may provide ad hoc feedback to the Committee on matters where its advice is sought throughout the year.
- 5.3. The Governors' reports will include a list of those who have made or have committed to making a contribution, a summary of observations and any recommendations made by the Governors and resulting actions agreed to by the Committee. The Governors and the Committee will respect the wishes of a donor for anonymity. An Executive Summary of this review will be included in the Annual Report of The Royal Melbourne Tennis Club and noted at the Club's Annual General Meeting.