

CORPORATE GOVERNANCE STATEMENT

POLICY

The Board of Directors (“the Board”) recognise the importance and value of good corporate governance, which establishes a framework of clear objectives, responsibilities and accountability for the Board and management and provides policies and procedures for the Board and management to carry out their duties within.

The Board has determined to apply the “Essential Corporate Governance Principles” (“Principles”) as summarised by the Australian Stock Exchange Corporate Governance Council (ASX CGC), to the fullest extent possible and practical, given the nature of the business of the Club.

The Board believes the foundation of an effective corporate governance model is a corporate structure that includes:

- The owners of the business in the form of members, appoint a number of Directors to form the Board
- The Board oversee their interests in the business and who in turn retains a Chief Executive Officer (CEO)
- The CEO develops business strategies, employs resources, builds and operates processes, generates profits and increases the value for the shareholders

THE ROLE OF THE BOARD

The Board is committed to act in the best interest of the Club at all times to ensure it is properly managed and governed.

The Board’s key responsibilities are to:

- act in the interests of the Club as a whole
- observe their duties as Directors in terms of corporations law, common law, the Club Constitution and other relevant legislation
- provide strategic direction for the Club and effective oversight of the Chief Executive Officer

THE BOARD’S KEY FUNCTIONS INCLUDE:

- ensuring a diverse and effective Board, in line with the Club Constitution
- appointing, supporting and providing advice and counsel to, evaluating and rewarding the Chief Executive Officer, taking an active role in overseeing the growth of the Executive leadership talent pool
- appointing, evaluating and rewarding the Senior Coach
- through constructive engagement with senior management and key stakeholders, review, add-value to, approve and monitor the Club’s purpose, core values, ethical framework, strategic direction and objectives
- reviewing, approving and monitoring the implementation of the corporate plan, linked to the strategic objectives, ensuring appropriate resources are available
- supporting, reviewing and monitoring the operational and financial performance of the Club
- monitoring key financial and non-financial risk areas by ensuring the implementation of an effective risk management and internal control framework
- consider and agree on committee and management recommendations on key issues
- the power to make, add to, alter or rescind any Club rules, regulations and by-laws as it thinks fit
- evaluating Board processes and performance of the Board as a whole, as well as contributions by individual Directors, ensuring the Board’s effectiveness in delivering good governance
- transparent reporting and communications to the stakeholders on the Board’s governance, stewardship and financial performance
- ensure that there are strong working relationships with the governing body (the AFL)

BOARD COMPOSITION AND TENURE

The composition and tenure of the Board is governed by the Club’s constitution.

The minimum number of Directors is seven and the maximum is nine. In addition, the CEO is a director of the club.

A full Board election is conducted every three years.

BOARD COMMITTEES

The Board has established three committees to assist it in the discharge of the Board's role and responsibilities. The committees focus on specific responsibilities in greater detail than is possible for the Board as a whole.

Each formally constituted committee has a written charter, approved by the Board.

The Directors who are members of these committees are outlined in the Directors' report.

The committees and their key roles are set out below:

CORPORATE GOVERNANCE COMMITTEE

The Corporate Governance committee assists the Board with its responsibilities by monitoring implementation of corporate governance principles and reporting to the Board in respect to compliance, non-compliance and recommendations for improvement.

The key responsibilities of Corporate Governance committee are:

- Board structure, effectiveness and succession
- Board operations and governance, and relations with management
- Director performance
- Constitution currency and compliance
- Risk management

FINANCE AND AUDIT COMMITTEE

The Finance and Audit committee assists the Board with its responsibilities by governing the operations of the Club's finance and audit functions.

The key responsibilities of the Finance and Audit committee are:

- Financial reporting
- Longer term financial strategies
- Accounting, financial and internal controls
- Appointment and independence of external auditors and the scope of external audit
- Independence of the external auditors
- IT plans and strategies

REMUNERATION COMMITTEE

The Remuneration committee assists the Board with its responsibilities by governing the Club's remuneration function.

The key responsibilities of the Remuneration committee are:

- Remuneration of all employees
- Total player payments compliance
- Succession planning

RELATIONSHIP WITH MANAGEMENT

The CEO is responsible for the overall day-to-day management and the performance of the Club. The CEO manages the Club in accordance with strategy, delegations, business plans and policies approved by the Board to achieve agreed goals and objectives included therein.

The Board is responsible for reviewing and ensuring that all necessary and appropriate delegations are in place to enable the CEO to meet this responsibility.

To assist in the execution of its responsibilities, the CEO and Executive management have established a number of management-driven committees which meet on an as needed basis.

BOARD CODE OF CONDUCT

The Board takes ethical and responsible decision making very seriously. Directors are required to act in accordance with the Club's Board code of conduct at all times.

The code of conduct deals with:

- compliance with laws, regulations, duties and the code
- giving or receiving gifts
- protection of the Club's assets
- proper accounting and dealing with auditors
- unauthorised public statements
- conflict of interest and use of inside information, confidential information and confidential documents

COMMUNICATION WITH MEMBERS

The Board aims to ensure that members are informed of all major developments affecting the Club. Information is communicated to members as follows:

- The audited financial report is made available to all members on the Club's website.
- A yearbook is distributed to all members, looking ahead to the upcoming season.
- Regular emails are broadcast to those members who have provided their email addresses to the Club.
- Club information is provided from time to time in various newspapers, and on telephone recorded and on-hold messages.
- The Club website *geelongcats.com.au* is regularly updated.
- The Board and Executive management are always available to speak to members.