

The Board of Directors of Greyhound Racing SA (GRSA) has adopted the following charter (Board Charter) formalising the functions, duties and responsibilities of the Board in order to facilitate Board and management accountability for GRSA's performance and strategic direction. This policy should be read in conjunction with GRSA's Constitution.

This Board Charter summarises the duties and responsibilities of the Board in order to facilitate Board and management accountability for GRSA's performance and strategic direction.

The overriding objective of the Board is to fulfil its duties to GRSA and drive involved successful industry.

The Board must at all times act honestly, fairly and diligently in all respects in accordance with the law applicable to the company. Furthermore, the Board will at all times act in accordance with all relevant company policies, and it will also have consideration in its deliberations for the broader community, external and internal stakeholders, and industry partners.

Duties and Responsibilities of the Board

The Board is responsible for:

1. Strategic Leadership

- Developing, approving and monitoring the company's strategic and operating objectives
- Reviewing and approving company policies and procedures in line with company objectives
- Approving and monitoring the progress of major capital allocations and expenditures
- Influencing and monitoring the culture of the organisation and being clear in expectations

2. Performance Review and Assessment

- Assessing the performance and establishing the remuneration of the Chief Executive Officer
- Approving the framework for executive appointments, remuneration and performance management
- Assessing the Board's effectiveness

3. Executive Management and Succession

- Selecting and appointing the Chief Executive Officer
- Monitoring and reviewing executive succession planning

4. Accountability

- Approving the Annual Report and significant reports to Government and other bodies as required

5. Risk Management and Financial Management

- Reviewing, monitoring and approving risk management framework
- Ensuring integrity of internal controls and compliance
- Monitoring operational and financial position and performance
- Establishing suitable independent external audit arrangements

6. Corporate Governance and Ethical Responsibility

- Establishing, monitoring and reviewing appropriate standards of corporate governance and ethics

7. Stakeholder Relations

- Ensuring the requirements of all stakeholder groups are understood and met

Composition and Structure of the Board

The Board shall comprise a total of six Directors, nominated by the Directors' Selection Panel.

Of these Directors, the Board must comprise:

- One Director with qualifications and experience in financial management;
- One Director with qualifications and/or experience in marketing;
- One Director with qualifications and experience in carrying on a business;
- One Director with experience as a legal practitioner; and
- One Director with qualifications and/or experience determined by the Directors' selection panel to be necessary to address existing and/or emerging business and governance issues.

All five of these Directors must be independent of the greyhound racing industry as referenced in Clause 18 of the GRSA Constitution. The Directors' Selection Panel must also ensure that at least one-third of the Directors comprising the Board will be female and at least one-third of the Directors comprising the Board will be male. Additionally, one Director must have experience in the greyhound racing industry and may be a Licensed Person. The Board must appoint an Independent Director to be Chairman.

Role of Chairman

The Chairman is the first amongst equals and will:

- chair effective Board meetings and other relevant meetings and functions;
- provide leadership to the Board;
- facilitate a professional environment and open communication between the Board, its committees and management, to support an effective decision-making process;
- ensure that the strategic direction of GRSA is maintained as the focus of Board discussions;
- ensure that stakeholder interests are accurately represented to Directors; and
- ensure that all Board decisions are understood by Directors and accurately recorded.

The Chairman may delegate aspects of the authority accompanying the position but remains accountable for the overall role.

Board Meetings

The Board will meet monthly or at other intervals it determines for the dispatch of business and may adjourn and otherwise regulate its meetings as it thinks fit. These meetings will provide a forum for a schedule of regular reviews to check progress towards achieving the objectives outlined in GRSA's strategic plan and assurance that all relevant compliance requirements and company policies are addressed.

Other meetings may be held provided that sufficient notice is given to all Directors.

When the Chairman is absent from a meeting of the Board or is not present within 15 minutes of the time appointed for the meeting, the Directors may choose an Independent Director to be Chairman of the meeting.

The position of Board Secretary must be held by the Chief Executive Officer, who may attend, but not vote at, Board meetings.

Board Committees

To assist the Board in fulfilling its duties and responsibilities, the Board has the ability to establish committees from time to time. The following committees have been formed at this time:

1. Audit and Finance Committee

- Director
- Chairman (ex-officio)
- CEO
- Chief Operating Officer

Note: one of the two Board members on Committee requires a formal accounting qualification

2. Remuneration Committee

- Chairman (ex-officio)
- Director
- CEO

Note: one of the two Board members on Committee requires a formal accounting qualification

3. Integrity and Welfare Committee

- Two Independent Members appointed by the Board (one of which will be appointed Chair)
- Director

The Board may delegate specific responsibilities to ad hoc committees from time to time and/or make additional appointments to existing Committees as circumstances warrant.

Directors may attend any Committee meeting subject to prior notification to the Chairman of that Committee.

Code of Conduct

All Directors must comply with the Board's Code of Conduct (*refer to Attachment A*).

Professional Advice

The Board and its committees are to be provided with the information required to efficiently discharge their responsibilities.

The Directors may, with the Chairman's approval, take independent professional advice to assist them in properly exercising their powers and discharging their duties as Directors or members of Board committees. The Company will reimburse each Director for the reasonable expense of obtaining such advice.

Directors' Indemnity and Insurance

GRSA indemnifies each Director to the fullest extent permitted by law against liability arising out of the discharge of the Director's duties. More specifically, the Company has paid insurance premiums to insure the Directors against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in the capacity of Director of the Company, other than conduct involving a wilful breach of duty in relation to the Company.

GRSA maintains appropriate Directors and Officers Insurance for Directors (\$2,000,000 any one claim and in the aggregate during the period of insurance. Renewal date 30 November annually).

Induction

GRSA will provide an induction program for new Directors to assist them in fulfilling their duties and responsibilities.

Directors' Professional Development

The company has an obligation to equip Directors with the skills and knowledge that will allow them to perform their role as a GRSA Director. The Board will support ongoing development of individual Directors as appropriate to ensure, collectively, the Board has the skills and knowledge to perform its role.

Management will provide briefing sessions for Directors from time to time regarding the business of GRSA to assist Directors in gaining a broader understanding and knowledge of GRSA and its operating environment. Directors are also encouraged to keep up-to-date on relevant topical issues.

Division of Responsibility between the Board and Senior Management

The Board is responsible for setting the strategic direction for the Company, establishing goals for management and monitoring the achievement of these goals.

The Board has delegated authority over the day-to-day management and operations of GRSA to the Chief Executive Officer as per the Delegations of Authority Policy.

In turn, the Senior Management team is responsible to the Chief Executive Officer and the Board relative to their particular areas of responsibility.

Board Performance

The Board shall undertake a performance evaluation that:

- comprises an assessment of the performance of the Board, the Chairman and individual Directors by an external third party every 2 to 3 years, at the Board's discretion;
- annually sets forth the goals and objectives of the Board for the upcoming year; and
- effects any improvements to the Board Charter deemed necessary or desirable at a time the Board deems appropriate.

The performance evaluation shall be conducted in such a manner as the Board deems appropriate.

Review of Charter

The Board will review this Charter on an annual basis to ensure that it continues to remain consistent with the Board's objectives and responsibilities, and relevant standards of corporate governance.

At this time, each GRSA Board Director shall sign a statement (*refer Attachment B*) which affirms he/she:

- a) Has received a copy of the Board Charter policy;
- b) Has read and understands the policy; and
- c) Has agreed to comply with the policy.

Annual Declarations

Prior to the release of GRSA's annual report in any given year, all Directors shall sign separate declarations which identify perceived or actual conflicts of interest, confirm their individual suitability under the Corporations Act to serve as a Director, and acknowledge their respective obligation towards confidentiality as outlined in this Charter (at Attachment A, Point 9).

A copy of this Charter will be made available on GRSA's website.

Attachment A:

Code of Conduct Greyhound Racing SA (GRSA) Board of Directors

The Board has adopted a Code of Conduct which governs conduct for Directors, both individually and as a group. The Code of Conduct is designed to ensure that Directors observe high standards of corporate and individual behaviour in the context of their role as a Director. The Board is responsible for ensuring that the conduct of all Directors complies with the Code.

In accordance with legal requirements and agreed ethical standards (as adapted from The Australian Institute of Company Directors, Code of Conduct):

1. A Director must act honestly, in good faith and in the best interests of GRSA as a whole.
2. A Director has a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
3. A Director must use the powers of office for a proper purpose, in the best interests of GRSA as a whole.
4. A Director must recognise that the primary responsibility is to GRSA's key stakeholders.
5. A Director must not make improper use of information acquired as a Director.
6. A Director must not take improper advantage of the position of Director.
7. A Director must not allow personal interests, or the interests of any associated person, to conflict with the interests of GRSA.
8. A Director has an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board of Directors.
9. Confidential information received by a Director in the course of the exercise of directorial duties remains the property of the corporation from which it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the corporation, or the person from whom the information is provided, or is required by law.
10. A Director should not engage in conduct likely to bring GRSA into disrepute.
11. A Director has an obligation, at all times, to comply with the spirit, as well as the letter, of the law and with the principles of this Code.

This Code will be reviewed annually by the company's Board and management to ensure it remains consistent with the key objectives of the company, and is both effective and efficient.

Attachment B:

Board Charter Affirmation Statement Greyhound Racing SA (GRSA) Board of Directors

This document is a direct statement by each Director confirming he/she has read, understood and will comply with GRSA's Board Charter policy.

"This is to confirm that I (*print name*)

- have received a copy of Greyhound Racing SA's Board Charter policy;
- have read and understood the abovementioned policy; and
- agree to comply with the policy."

Signed

Date