

Corporate Governance Statement

as at 30 June 2023



For the better

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The Royal Automobile Club of W.A. (Incorporated) ('Club') is an incorporated association governed by the Associations Incorporation Act 2015 (WA) ('Act'), its Rules and By-Laws.

The Council of the Club is responsible for the corporate governance of the Club. The Council guides and monitors the affairs of the Club on behalf of the members. The corporate governance of subsidiary companies, and the business affairs of those subsidiary companies, is the responsibility of the Board of Directors of RACWA Holdings Pty Ltd.

Council has adopted a corporate governance framework that reflects good governance practice, and which is adapted to the scale and nature of the Club and its activities.

Council composition

The Council comprises 15 elected Councillors.

The composition of the Council is determined in accordance with the following principles and guidelines, as detailed in the Club's Rules:

- » Councillors are elected from the membership of the Club and hold office for a period of three years;
- » only Honorary Life Members, Gold Life Members or Personal Members who have been entitled to vote for the preceding five years are entitled to hold office as a Councillor;
- » at each Annual General Meeting (AGM) one third of the Council will retire from office and are eligible for re-election;
- » each year the Council elects from its members Councillors to hold the positions of President, Senior Vice President and Vice President;
- » a Councillor cannot hold the office of President for more than three consecutive years;
- » while a Councillor holds the position of President or Senior Vice President for the year commencing as at the date of the next AGM, or ceases to hold the position of President at the conclusion of the next AGM because their term as President has expired, then the Councillor shall not be required to retire from office; and
- » when a vacancy on Council occurs, the Council may fill the vacancy and the appointee holds office for the unexpired portion of the appointee's predecessor's term.

Council members

The names of the Councillors in office during the financial year were:

Jacqueline Ronchi	(President until 28 November 2022)
Allan Blagaich	(President from 28 November 2022)
Ross Dowling	(Senior Vice President until 28 November 2022)
John Driscoll	(Vice President until 28 November and Senior Vice President since 28 November 2022)
Donna Cross	(Vice President since 19 December 2022)
Leanne Bishop	
Freda Crucitti	(until 28 November 2022)
Jill Darby	
Anthony Evans	
Roger Farley	(from 28 November 2022)
Stephen Fox	
Dalton Gooding	
Kelly Hick	(from 28 November 2022)
Brian Hanson	(until 28 November 2022)
Jody Nunn	
Marie Redman	(from 28 November 2022)
Emmerson Richardson	(until 28 November 2022)
Jim Walker	

All the above persons, other than Roger Farley, Kelly Hick and Marie Redman, were Councillors during the year ended 2022.

Council responsibilities

As the Council acts on behalf of, and is accountable to, the members, Council seeks to identify the expectations of the members, together with other regulatory and ethical expectations and obligations. Each Councillor is bound by provisions in the Act, the Club Rules and By-Laws and the terms of a Code of Conduct.

Council is vested with the management of the Club's affairs and the control of the funds and other property of the Club.

Council is responsible for Member and Social and Community Impact initiatives.

The responsibility for the operation and administration of the consolidated entity is delegated by Council to the Chief Executive and the executive team. Council ensures that this team is appropriately qualified and experienced to discharge their responsibilities and has in place procedures to assess the performance of the Chief Executive and the executive team.

Council is responsible for ensuring that management's objectives and activities are aligned with the expectations and risks identified by Council. Council has various mechanisms in place to ensure that the Club's objectives are achieved, including through the establishment of the committees noted below, and through the following:

- » Council approval of a Social and Community Impact strategic plan, which encompasses the Club's purpose, vision, and mission;
- » active involvement of Council in developing and approving initiatives and strategies designed to ensure the continued growth and success of the Club;
- » review and approval of the Club budget including monitoring of key performance indicators, both financial and non financial in respect of Member and Social and Community Impact initiatives;
- » monitoring work, health and safety activities within the Club's control;
- » procedures to allow Councillors, in the furtherance of their duties, to seek independent professional advice at the Club's expense;
- » enhancing and protecting the reputation of the Club; and
- » ensuring that significant risks with the potential to impact the Club, including those associated with its legal compliance obligations, have been identified and appropriately and adequately controlled and monitored, with reporting mechanisms in place.

Remuneration process and requirements

Council may be paid from the funds of the Club for their services as Councillors (including as members of Council committees).

Rule 16.4(b) of the Club's Rules provides that the total aggregate amount of remuneration and the actual aggregate amount of remuneration paid to all Councillors during a Financial year will be notified to Members each year.

The total aggregate amount of remuneration that may be paid to Councillors during a Financial Year is \$530,469. The actual aggregate amount of remuneration that was paid to Councillors in the 2023 Financial Year was \$456,516.83 (excluding superannuation).

Council Committees

The Council has established committees to assist it with the discharge of responsibilities and to support effective governance oversight. The roles and responsibilities of each committee are set out in the respective committee terms of reference or committee charter, which are subject to regular review.

Communication to members

Council aims to ensure that the members, on behalf of whom they act, are informed of the performance of the Council.

Information is communicated to the members through:

- » the concise financial report;
- » the RAC website, rac.com.au;
- » social media;
- » the Club's official journal; and
- » the AGM of the Club.

The following table provides the purpose and membership of each Committee as at the date of this statement.

Committee	Purpose	Members
Group Audit and Risk Committee	A joint committee of Council and the Board of RACWA Holdings Pty Ltd to assist Council and the Board in fulfilling their responsibilities relating to the integrity of financial reporting and compliance processes.	<ul style="list-style-type: none"> » Andrew Crane (Chair) (Director) » Allan Blagaich (President) » Leanne Bishop (Councillor) » Jim Walker (Councillor and Director)
Remuneration and Nomination Committee	To provide advice to Council on remuneration policies and practices in respect of Councillors, and to make recommendations to Council on filling casual vacancies.	<ul style="list-style-type: none"> » Allan Blagaich (Chair and President) » John Driscoll (Senior Vice President) » Donna Cross (Vice President) » Jim Walker (Chair of RACWA Holdings Pty Ltd)
Member and Policy Committee	To assist Council in fulfilling its responsibilities regarding membership structure including to develop and review policies on issues impacting the Club and its member proposition. To review the Club's annual budget.	<ul style="list-style-type: none"> » Allan Blagaich (Chair and President) » John Driscoll (Senior Vice President) » Donna Cross (Vice President) » Stephen Fox » Roger Farley » Kelly Hick » Robert Slocombe (Chief Executive)
Sponsorship Committee	To provide advice to Council on key sponsorship opportunities within the approved Council sponsorship budget and to ensure that RAC's sponsorship aligns to RAC's Purpose, Vision and Mission.	<ul style="list-style-type: none"> » John Driscoll (Chair and Senior Vice President) » Allan Blagaich (President) » Roger Farley
Heritage Committee	To be the guardians of the history of RAC and to ensure the history of RAC is appropriately communicated to members and the broader community.	<ul style="list-style-type: none"> » Allan Blagaich (Chair and President) » Jill Darby
Rules Review Committee	To review the Rules and By-Laws of the Club and to identify key governance matters relating to the Rules and By-Laws and relating to the management of Council.	<ul style="list-style-type: none"> » Allan Blagaich (Chair and President) » John Driscoll (Senior Vice President) » Donna Cross (Vice President) » Leanne Bishop » Stephen Fox » Jim Walker
Disciplinary Committee	To consider the behaviour of Members and to determine the action (if any) to be taken.	<ul style="list-style-type: none"> » Allan Blagaich (Chair and President) » John Driscoll (Senior Vice President) » Donna Cross (Vice President) » Leanne Bishop » Jim Walker » Robert Slocombe (Chief Executive)



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