



By-Law No.1	General Committee Operations Policy	Issued: March 2014
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This General Committee Operations By-Law (GCO) is a By-Law proclaimed by the General Committee (GC) under Section 40 of the Sorrento Sailing Couta Boat Club (SSCBC) Rules.

It will have precedence over any By-Laws on this topic proclaimed prior to its effective date.

Part 1: Background

1. Reasons for Adoption.

The reasons for adopting this GCO include:

- Ability to quickly orient new GC members to current policies
- Ease of reviewing current policy when considering new issues
- Provide clear, proactive policies to guide the GC ,General Manager (GM), and staff, and the Club Captain(CC)
- To ensure all Members are informed of the Club's Rules, By-Laws, regulations, policies, operating structure and accountabilities.

Part 2: Organizational Essentials

- 2.1 **Strategic Planning:** The GC is expected to think strategically at all times and to articulate the strategic direction in the form of a plan that looks out over the next three to five years. The first year will have detailed objectives and plans for each major area of activity or responsibility. The GC will update the plan annually and approve the new plan each year before October 31. The plan will be placed on the Club's web site.
- 2.2 **Guiding Principles for our Club:**
- To promote competitive and recreational sailing
 - To develop sailing and seamanship skills amongst all of our members, with a special emphasis on the needs of junior and youth sailors at all levels
 - To protect our unique Couta Boat fleet recognizing its historic maritime significance
 - To maintain facilities consistent with being one of the great sailing clubs in this country
- 2.3 **Our Culture:**
- We remain a family sailing club
 - We foster a friendly and welcoming culture among all members, through sailing and social activities
 - We respect the heritage and traditions of the Couta Boats
 - We encourage and support all of our young sailors - whatever their aspirations and abilities
 - We make an active and significant contribution to the local and wider community
- 2.4 **Statement of Aspirations:**
- To become a beacon for sailing competition and development
 - To stand alongside the great sailing clubs of this country
 - To preserve and promote our historic Couta Boat fleet as an enduring Australian icon
 - To deliver outstanding junior and youth development programmes, reaching out to young sailors at all levels
 - To maintain and build upon our tradition as a family club with a strong sense of social responsibility

Part 3: General Committee Structure and Processes

3.1 GC Key Responsibilities.

The GC is to provide strategic vision and must lead the club toward the desired performance and ensure the delivery of that performance while respecting the distinction between the GC role and Staff operational roles.

The GC is the sole entity to exercise the member representative role. This role cannot be delegated and GC must ensure it is not usurped by individuals or sub committees.

The GC shall:

- Determine the strategies, and major goals/outcomes (strategic initiatives), and hold the GM and Club Officers accountable for developing a strategic plan based on these policies.
- Determine the limitations or parameters within which the GM and Club Officers are expected to achieve the goals/outcomes.
- Monitor the performance of the organization relative to the achievement of the goals/outcomes within the executive parameters.
- Ensure financial solvency and integrity through policies and behaviour.
- Require periodic financial and other external audits to ensure compliance with the law and with good practices.
- Monitoring compliance with regulatory obligations
- Evaluate and constantly improve the GC's performance and set expectations for GC members' involvement as volunteers.
- Monitoring the implementation of an appropriate risk management plan
- Communicate regularly through the Commodore with Club members regarding the status of club affairs.
- Develop and enforce the policies set forth in this GCO.

3.2 Orientation. Prior to election, each nominee shall be given a copy of this GCO along with adequate briefings on the role of the GC, officers, and staff and an overview of programs, plans, and finances. Soon after election, each new GC member will be given more comprehensive orientation material and training.

3.3 Commodore's Role. The Commodore shall be the Chair of the GC and shall manage the GC so as to maintain the integrity of the GC's processes and policies as stated in the GCO. The Commodore ensures that the GC behaves in a manner consistent with its own rules and those legitimately imposed upon it from outside the organization. Meeting discussion content will be those issues that clearly belong to the GC, not the GM or Committee chairs, to decide.

The authority of the Commodore consists only in making decisions on behalf of the GC that fall within and are consistent with any reasonable interpretation of GC policies in this GCO and in The Rules. The Commodore shall be the spokesperson for the GC and shall communicate frequently with the members on GC issues, actions, and decisions. Following each GC meeting a summary of the meeting, excluding confidential matters, will be placed upon the Club Website

3.4 Executive Committee. The SSCBC Executive Committee (EC) shall comprise the Commodore, Club Captain, Treasurer and one other General Committee member.

The Executive Committee will:

- Facilitate decision making between meetings of the GC
- Set the objective and key performance criteria for senior Staff and monitor their performance.
- Deal with club issues which require a high level of confidentiality.
- At each GC meeting, the EC will present a summary of actions they have taken in the preceding period.
- A quorum for the EC shall be the Commodore and two other members. In the absence of the Commodore, a quorum will be all other members. All decisions must be minuted but some material may be classified as confidential and only a summary thereof provided to the GC.

3.5 GC Meetings. The following policies will guide the operation of the GC

- All members of General Committee must be financial members of the club and commit to giving their best endeavours to attending nine (9) General Committee meetings per calendar year plus one Annual General Meeting of members. Notice of absence from a General Committee meeting is to be directly communicated to the Commodore, preferably in advance.
- The schedule for GC meetings shall be set at the GC's organizational meeting following the Club's Annual General Meeting.
- The GM will assist the Secretary and Sub Committee chairs in developing agendas and supporting materials which will include:
 - Sub Committee and EC reports and background materials
 - GM's reports and recommendations
 - GM's report of any Club compliance breaches.
 - Previous minutes, and other such materials,
 - Consent Agenda Items
 - All shall be forwarded to GC members no later than 3 working days in advance of GC meetings.
- The Commodore shall employ a "consent agenda" approach for all regular meetings. The list of items on the consent agenda shall accompany the

advance material to the GC. At the beginning of each regular meeting, any item on the consent agenda shall be removed at the request of any GC member. Otherwise, the items on the list shall be approved without a formal vote of the GC.

- The Commodore shall conduct meetings using an accepted set of rules, which shall encourage open, honest discussion and fair consideration of the views of each GC member. Where possible, the Commodore shall seek a consensus on decisions and policy-making. Where the timing of a decision dictates, however, he/she may accept a decision where there is no clear consensus.

GC members have no authority except when they are meeting in Committee

3.6 Sub-Committees.

Sub-Committees help the GC be effective and efficient. They speak "to the GC" and not "for the GC." A sub-committee may not exercise authority that is reserved for the GC by the Club's Rules or by the applicable laws of the country. Sub-Committees are not created to exercise authority over staff.

The GC must draft and agree to Terms of Reference for each committee and must include the following details:

- Role of the committee
- Membership composition and frequency of meetings
- Term of committee members
- Reporting functions including at least an annual report to the GC,
- That there should be a regular review of the terms of reference e.g. annual or biennial.

The GC shall approve all members of the Sub Committees and the Commodore shall appoint committee chairs. All Sub Committee members are appointed for a specific period defined by the GC or a one-year term or until the completion of the next Annual General Meeting, whichever is sooner, at which time the appointment to the Sub Committee ceases unless reappointed for another one year term by the GC, except where they are elected at a general meeting of members.

The Commodore shall be an ex officio member of all committees. The entire General Committee are ex-officio members of the Sailing Committee (which is chaired by the CC). The General Manager shall assign staff members, as appropriate, to assist with the work of each sub-committee.

Sub-Committee resolutions are to be taken to the GC by the Sub Committee chairman however, should the Sub-Committee chair be a GC member he /she will vote as a GC member.

a. Sub Committee Activities

The GC may appoint Sub Committees to address any issues or club activities it sees fit, subject to the creation of Terms of Reference specified above. However, It is expected that the following specific Sub Committees will be created every year:

- **Sailing Committee:** The Club Captain is appointed by the General Committee and the Chair of the Sailing Committee which, under the constitution of the Club is responsible for the control of all sailing activity; all members of the GC are ex-officio members of the Sailing Committee (SSCBC Rules 36 & 37).
- **Finance Committee:** The Club Treasurer is elected by the Members of the Club and automatically becomes the Chair of the Finance Committee. This committee shall develop and recommend to the GC those financial principles, plans, and courses of action that provide for mission accomplishment and organizational financial well-being.

Other areas of Club activities that could be the focus of a Sub Committee include:

Sponsorship	House	Risk & Safety	Governance	Infrastructure
Membership	Heritage	Strategy	Community	Volunteers

3.7 GC and GC Sub-Committee Code of Conduct.

Members of the General Committee and all Sub-Committees:

- commit themselves to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as a General Committee;
- recognise that their primary duty is to represent the entire membership of the Club whilst recognising that occasions may arise when it is appropriate to advocate the particular needs of members in a specific area.
- recognise that the strength and effectiveness of the General Committee is in acting as a General Committee and not as a group of individuals. Members of General Committee will publicly support:
 - the strategic direction of the Club;
 - all decisions of General Committee; and,
 - those implementing decisions and policies of General Committee;
- shall ensure that there is an atmosphere in which controversial or confronting issues can be presented fairly and in a manner in which the dignity of each individual is maintained; and,
- shall delegate administrative and operational authority to the General Manager and confine General Committee action to planning, policy development, and other legal responsibilities.

a. Conflict of Interest

The General Committee must avoid any conflict of interest relating to financial or operational issues connected with the Club. Apart from purchases from the Club that are open to all members to make, there must be no direct or indirect dealing or any conduct of private business or personal services between any member of General Committee and the Club except as procedurally controlled to assure openness, competitive opportunity and equal access to information. A member of General Committee shall withdraw from resolution on any matter in which they have a direct or indirect interest, whether financial or nonfinancial.

b. Confidentiality

Members of General Committee must recognise that from time to time they may be exposed to or find themselves in a position of discussing confidential information. Confidential information is privileged and may not be discussed in any context outside the parameters of General Committee.

3.8 Committee Members' Role.

Committee members act in the role as directors only during committee meetings and while acting on committee matters. At all other times, committee members are club members with no more authority than other club members, whether committee members are serving on a committee or serving as advisers to the General Manager or a staff member or as a Club volunteer.

Part 4: The Club's Operational Leaders: The General Manager, & The Executive Committee

4.1. Policy Implementation and Leadership for Subsidiary Policy Development.

While the GC's job is to establish high-level policies, implementation of those policies and leadership for subsidiary policy development are:

- (a) **Assigned to the Club Captain (CC)** who, under the Rules of the Club as the Chair of the Sailing Committee, has leadership responsibility for the control of all sailing activity (under the Rules of the Club); and
- (b) **Delegated to the Executive Committee**
All decision making required between meetings of the GC as well as confidential matters as agreed with the GC from time-to-time.
- (c) **Delegated to the General Manager (GM)** for all Club administration and staff management matters
- (d) **Delegated to Club Sub Committees** whose Chairman is the operational leader for their responsibilities and programs.

4.2. Relationship Between the Operational Leaders.

The primary responsibility for the operational leadership of the Club rests with the GM and CC and there is a need for cooperation and teamwork between them, especially as their roles will inevitably overlap. Each of the leaders has a reporting relationship to the GC as a whole.

4.3. Role of Club Captain.

The role of the Club Captain is outlined in detail in The Rules. He or she is appointed to the position by the full General Committee. Accordingly, the appointment may be revoked at any time by decision of the Committee. Moreover, it is not necessary that the person occupying the position of CC is elected to the GC, as following their appointment the CC is automatically designated a Flag officer and becomes an ex-officio member of the GC for the term of his or her appointment. If the appointed CC is not an elected member of the GC at the time, then the GC may comprise up to 11 members (rather than the eight to 10 members specified under the Rules). Principal responsibilities include:

- (a) The CC role carries the important responsibilities of Club Safety Officer and Regatta Manager;
- (b) Chair of the Sailing Committee which is responsible for the control of all sailing activity within the Club

No staff report to the CC (as all staff report to the GM), however the CC may delegate authority to the GM or others as per the Club Safety Policy. Where the Club employs individuals reporting to the GM who work in an on-water capacity the CC assumes a functional leadership role over that staff member and the GM is expected to work closely with the CC in that regard. The current positions of Sailing Manager and Training Manager are specifically covered by this requirement.

However, it is expected that the majority of work covered by sailing activity at the Club will be performed by Club volunteers for whom the Club Captain is responsible as the Chair of the Sailing Committee. This includes the following:

- (a) any sub-committee of the Sailing Committee (e.g. OTB) and
- (b) all training activities

The Club Captain will generally be responsible for the delivery of all sailing-related objectives outlined in section 2.6 of this GCO.

4.4. Role of the Executive Committee

- Facilitate decision making between meetings of the GC
- Set the objective and key performance criteria for senior Staff and monitor their performance.
- Deal with club issues which require a high level of confidentiality.
- Approve budgeted expenditures when recommended by a Sub-Committee Chair up to a value of \$20,000

4.5 Role of General Manager.

The General Manager is responsible for managing the operations and resources of the Club to achieve the required goals of the Club as established by the General Committee and as set out in the Job Description for the role of "General Manager" as modified and approved by the GC from time to time.

Part 5: General Committee - GM Relationship

As a full-time employee with responsibility for all Club staff, the GM plays a very important role within the Club and there must be a close working relationship between the GM and GC.

- 5.1 SSCBC Staff and Partners: All GC authority delegated to staff and partners is delegated through the GM, so that all authority and accountability of staff and partners - as far as the GC is concerned - is considered to be the authority and accountability of the GM.
- 5.2 The policies in GCO Section 6, Executive Limitations, define the acceptable boundaries within which the GM is expected to operate. The GM is authorized to establish further policies, make decisions, take actions, and develop activities as long as they are consistent with any reasonable interpretation of the GC's policies in this GCO.
- 5.3 The GC may change its policies during any meeting, thereby shifting the boundary between GC and GM domains. Consequently, the GC may change the latitude of choice given to the GM, but so long as they are within the policies that are in place, the GC and its members will respect and support the GM's choices. This does not prevent the GC from obtaining information in the delegated areas.
- 5.4 The GM expected to be responsive to the requests for data (delivered via the Commodore) from the GC and Sub-Committees through their Chairs, unless, in the judgement of the GM, a request requires a material amount of staff time or funds or is disruptive, which may be declined by the GM after consultation with the GC.
- 5.5 **Communication and Counsel to the GC:** The GM shall keep the GC informed about matters essential to carrying out its policy duties. Accordingly, the GM shall:
 - Inform the GC of relevant trends, anticipated adverse media coverage, and material external and internal changes, and particularly changes in the assumptions upon which any GC policy has previously been established.
 - Relate to the GC as a whole except when fulfilling reasonable individual requests for information or responding to officers or committees.
 - Report immediately any actual or anticipated material noncompliance with a policy of the GC.
 - Draw on the Commodore, Executive Committee, or other GC members for counsel on sensitive issues, particularly those involving club member behaviour, situations that could result in legal action against the club, or other matters where confidential treatment of the information is paramount.

5.6 Annual Performance Review.

Prior to the Annual General Meeting of the members (which usually takes place on the Queen's Birthday), the Executive Committee shall formally evaluate the GM based on achievement of the current objectives listed in GCO Section 2.6 and any other specific goals that the GC and the GM have agreed upon in advance. The process will commence with the submission of a written self-evaluation by the GM to the GC. The Executive Committee shall review the self-evaluation, invite comments from all GC members after they have reviewed the self-evaluation, prepare a draft evaluation, and their elected representative(s) shall present it to the GM in a closed meeting. After meeting with the GM, the committee shall finalize its evaluation and determine the GM's compensation, but provided the compensation is within the limits of the Club's financial plan and budget. These arrangements will be confidential.

Coincidental with the approval of the annual budget, the GM and the Executive Committee will agree on specific personal performance goals for the year ahead. These goals shall be (1) documented in a letter to the GM from the Commodore, (2) documented in GCO Section 2.6, and (3) be the primary basis for determining the GM's annual performance as described in this section.

5.7 Staff Compensation. The GM is expected to hire, train, motivate, compensate, and terminate staff in a professional and caring fashion. Salaries and benefits will be set at a range to be agreed upon between the GM and the EC. The GM shall establish the compensation levels of all staff within the EC-approved range. The GM shall (a) develop and maintain an employee manual that is reviewed annually by competent legal counsel and (b) provide copies of this manual to the GC for information each year.

5.8 Treatment of Staff. The GM may not cause or allow employment conditions that are inhumane, unfair, or undignified. Accordingly, he/she may not:

- Discriminate among employees on other than clearly job related, individual performance or qualifications.
- Fail to take reasonable steps to protect staff from unsafe or unhealthy conditions.
- Withhold from staff a due process or unbiased grievance procedure.
- Discriminate against any staff member for expressing an ethical dissent.
- Prevent staff from grieving to the GC when (a) internal grievance procedures have been exhausted and (b) the employee alleges that GC policy has been violated to his or her detriment.
- Fail to acquaint staff members with their rights under this policy.
- Will ensure all staff have necessary Licences, probity certifications and qualifications required for their position.

5.9 GC Reference Book. In addition to reports that the GM makes to the GC, the GM shall develop and maintain a GC Reference Book with all pertinent documents to which GC members might want to refer during GC and committee meetings (e.g., articles, By-Laws, organization chart, recent minutes, committee roster, list of key volunteers/consultants, GC documents referred to in this manual, etc.).

Part 6: Executive and Operational Parameters

- 6.1 General Guidance.** The purpose of Part 6 is to detail those executive parameters or limitations that will guide the GM and the staff as they accomplish their purpose at SSCBC. These limitations are intended to free the GM and the staff to make timely decisions without undue GC directives. As a general statement of policy in this regard, the GC expects that the GM will do nothing that is illegal, unethical, or imprudent. In addition to this general statement of boundaries, the GC details its executive limitations in the sections that follow.
- 6.2 Club Safety.** As the Club Safety Officer, the Club Captain is principally responsible for the safe operations of on-water activities at the Club. The GM is responsible for all other safety considerations.
- 6.3 Sailing Operations.** As the Chair of the Sailing Committee, the Club Captain is responsible to the General Committee for all on-water activities at the Club.
- 6.4 Finance.** The GM must ensure that the financial integrity of the organization is maintained at all times; that proper care is exercised in the receiving, processing, and disbursing of funds; and that financial and non-financial assets are appropriately protected.
- 6.4.1 Budgeting.** The budget during any fiscal period shall not:
- deviate materially from the GC's goals and priorities listed in Section 2 of this GCO,
 - risk fiscal jeopardy, or
 - fail to show a generally acceptable level of foresight.

Accordingly, the GM may not cause or allow budgeting that:

- Contains too little detail to (a) enable accurate projection of revenues and expenses, (b) separate capital items from operational items, (c) monitor cash flow and subsequent audit trails, and (d) disclose planning assumptions.
- Anticipates the expenditure in any fiscal year of more funds than are conservatively projected to be received in that year.
- Receive, process, or disburse funds under controls insufficient to meet the GC appointed auditor's standards.
- Approve an un-budgeted expenditure or commitment of greater than \$5,000 without the approval of the GC

6.4.2 Financial Controls. The GM must exercise care in accounting for and protecting the financial assets of the organization. To this end, the GM is expected to incorporate generally accepted accounting principles and internal controls in the financial systems that are employed in the organization. In addition, the GM may not:

- 6.5 Asset Protection.** The GM may not allow assets to be unprotected, inadequately maintained, or unnecessarily risked. Accordingly, the GM may not:
- Fail to insure against material theft and casualty losses and against liability losses to GC members, the organization, or staff beyond the minimally acceptable prudent level.

- Unnecessarily expose the organization, its GC, or its staff to claims of liability.
- Make any major purchases or projects of over \$50,000 without sealed bids or some other demonstrably prudent method of acquisition of quality goods, or any purchase of without a written record of competitive prices (where available), or any purchase wherein normally prudent protection against conflict of interest has not been provided.
- Acquire, encumber, or dispose of real property without GC approval.

6.6 Culture. The SSCBC culture is its brand, which is shaped by the degree club members, the GC, and the staff honour the values expressed in GCO Section 2.3. The GM shall ensure that each member of the staff is thoroughly aware of the values and is held accountable for exhibiting them in carrying out his/ her duties. The GM shall also work with the GC to develop policies that reinforce the club values with a combination of efficiency and sensitivity. The GM should ensure all staff have knowledge and understanding of the SSCBC By-Laws.

6.7 Communications. On matters of GC policy, the Commodore will be the sole spokesperson to news media or external parties, including Government Authorities unless another spokesperson is specifically authorised to do so by the Commodore.

Where approved by the Commodore or General Committee, the General Manager is authorised to speak externally on behalf of the Club on matters of public interest, subject to any comments being consistent with the Club's strategic direction, objectives and operational policies.