

Royal Geelong Yacht Club

Board Charter



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1. Purpose of the Board Charter

The purpose of this Board Charter is to provide the framework for the Board and the Board Members to manage the affairs of Royal Geelong Yacht Club Incorporated (“**RGYC**”).

The role of the RGYC Board is to govern the RGYC through the consistent demonstration of leadership, provide strategic direction and oversee the effective management and performance of the Club.

In performing its role, the Board is accountable to Club members and will have regard as appropriate to the interests of all its stakeholders.

The RGYC Board Charter must be read in conjunction with the RGYC Rules. It is intended that the Board Charter will compliment and expand on requirements as defined by the RGYC Rules. It should not conflict with the RGYC Rules in any way and if such a conflict occurs, the RGYC Rules shall prevail. Attachment 1 sets out key extracts from the Rules.

2. The General Responsibilities of the RGYC Board

The responsibilities of the RGYC Board include:

Leadership and governance

- a) Understand and comply with all duties and responsibilities as a Board member under the Association Incorporation Reform Act 2012, the RGYC By-Laws, Rules and Board Charter.
- b) Comply with all laws relevant to all operations of the RGYC, including the By-laws and Rules.
- c) Managing any Board members’ conflicts of interests or related-party transactions in accordance with Club Rules and relevant laws ensuring all decisions are made in the best interest of the Association. Such occurrences, decisions and transactions must be included into the relevant Board meeting minutes and disclosed to members at the next Annual General Meeting.
- d) Appointing and removing the RGYC Secretary (relating to the role of secretary as defined by the Associations incorporation Act 2012)

Board management, succession and performance evaluation

The Board considers its ongoing professional development and continual improvement of its own performance as a critical component of effective governance.

To maximise the performance and effectiveness of the Board it will:

- a) Maintain an annual calendar of major events, including all scheduled Board meetings and key compliance activities/commitments.
- b) The Commodore, after considering requests from Board members and in consultation with the General Manager, shall

	<p>set the agenda items for each Board meeting,</p> <ul style="list-style-type: none"> c) At least annually, ensure a review the composition of the Board takes place to ensure it collectively has the skills, diversity of perspectives and experience to inform high quality decision making, delivery of the Club’s strategic plan and oversight of its policies, procedures and operations. d) Undertake an annual performance evaluation of the Board to evaluate its effectiveness and performance. e) Ensure an ongoing professional development activity for all Board members. f) Put in place an effective succession planning methodology. g) Make recommendations to the members as to the suitability of future Board members based on the needs, skills, diversity and experiences of the Board. h) Board members will respect decisions and resolutions of the Board, even in circumstances where a Board member personally disagrees with the Board’s decision.
<p>Strategy formulation and approval</p>	<ul style="list-style-type: none"> a) Enable long term success through strategic thinking and planning which proactively sets and seeks to deliver the RGYC strategic objectives, purpose, values, culture and operational objectives. b) Regularly review, re-align and update RGYC’s strategic direction, vision, values and goals. c) Review and approve, on at least an annual basis, the General Manager’s operational and strategic implementation plans, communication strategies, human resource and staffing strategies and financial budgets (including operating budgets, capital expenditure and cash flow forecasts). d) Review on a monthly basis, operational and strategic implementation plans, business and financial reports against the approved Strategy and the relevant annual business plan and budget, and of incident reporting consistent with RGYC’s risk policies. e) Oversee the social, ethical and environmental impacts of RGYC activities.
<p>General Manager selection, monitoring, evaluation, remuneration and succession</p>	<ul style="list-style-type: none"> a) Develop the terms, employment conditions and remuneration. b) Recruit and appoint the General Manager. c) Support the General Manager through the provision of advice and counsel. d) Oversee and manage the performance of the General Manager, including conducting on at least a half yearly basis, formal reviews and feedback on their performance. e) Ensure the General Manager has appropriate human resources in place to support the health, well-being and effective contribution of all staff. f) Ensure that an appropriate framework exists for relevant information to be reported by the General Manager to the Board.

<p>Ensuring appropriate risk Management</p>	<ul style="list-style-type: none"> a) Ensure robust and effective risk management, internal controls and policies are in place to identify the main risks associated with RGYC operations and implement appropriate mitigating controls to manage these risks. b) Ensure appropriate systems and practices are in place to maintain a safe workplace for all staff, contractors, members, customers, clients and visitors. c) Review and approval of all RGYC policies and procedures, and ensure the General Manager implements appropriate procedures to execute the intent of policies. d) Monitor, review and assess risk management and internal controls on a regular basis ensuring the Club is operating with due regard to the risk appetite set by the Board, its policies and procedures. e) Ensure reporting processes are in place so that all risk incidents are reported to the Board in a timely manner. f) Board members are required to obtain a Working with Children Check as they may engage in volunteer child-related work which involves direct contact with children. The Working with Children Check is a compulsory screening strategy in Victoria. g) Board members will be required to obtain and maintain a National Police Certificate (“NPC”) which details an individual’s criminal and Victorian traffic court outcomes and pending charges whilst a Board member. h) The cost of the NPC will be met by the Club.
<p>Financial control and monitoring solvency</p>	<ul style="list-style-type: none"> a) Set the annual budget of RGYC and ensure appropriate internal controls are implemented and reviewed regularly to ensure its compliance and integrity. b) Review and approve material investments, capital expenditure, acquisitions and investments, and expenditure outside approved budget and financial delegations and ensure adoption of best practice procurement processes c) Appoint and ensure the effectiveness and independence of external auditors. d) Ensure financial reporting requirements under the Associations Incorporation Reform Act 2012 are met.
<p>Development of delegation authorities</p>	<ul style="list-style-type: none"> a) Ensure that all delegate authorities empowering the General Manager are documented and regularly reviewed for suitability and monitored for compliance. b) Make all decisions outside the scope of the General Managers delegated authority. c) Approve and monitor the progress of major capital expenditure, capital management and acquisitions.
<p>Communication with key stakeholders and members</p>	<ul style="list-style-type: none"> a) Ensure accountability to members through the adoption of an effective stakeholder communications strategy and encourage effective participation at General Meetings. b) Approve all significant reports and major media statements issued, including the Annual Report of the Club

3. Differentiating the Roles of the General Manager and Board members

The Board delegates to the General Manager responsibility for the successful delivery of its:

- Strategic plan, financial budget and risk management.
- Oversight of the club's operations, activities and programs.

As required by the RGYC Rules, the extent and authority of the Boards delegations to the General Manager will be defined in a written delegation authority.

The General Manager will be responsible for establishment, oversight of all *operational* working groups, volunteer sub committees and volunteer roles.

The Board may from time to time, or on an ongoing basis, establish working groups and sub committees that report directly to it. Generally, the establishment of such an arrangement would only be considered if required to comply with the club's risk management strategy (e.g. a finance and audit committee), where a strategic objective is considered so significant or sensitive that it should not be included with the Clubs delegation to the General Manager or where it relates directly to the functioning and operations of the Board (e.g. a nominations committee).

Staff contact by Board members:

- a) Board members do not individually have the right to direct staff, unless authority is specifically delegated to one Board member to handle staff affairs. No individual Board member should assume the right to interfere.
- b) When there is a requirement to discuss Club business with or give instructions to staff of the Club, a Board member should only communicate through, or in the presence of, the General Manager.

4. Working Groups and Committees- Terms of Reference

Each working group or subcommittee, whether established by the Board or the General Manager, must be done so through the development and approval of a terms of reference which must state:

- Its purpose,
- Delegated authority,
- Measurements of success (key performance indicators),
- Composition of working group or sub committees,
- Its decision making and operating procedures,
- Planning and reporting responsibilities and deliverables,
- Its position in the RGYC organisational structure and its relationship to the Board.

1. Responsibility of the RGYC Flag Officers

The Flag Officers are the 5 most senior members of the Board namely the Commodore, Vice-Commodore, Rear Commodore, Club Captain and the Treasurer. Notwithstanding that status, Flag Officers and other Board members have an equal say in all Board decision making. Rules 45 and 47 provide guidance of the management of meetings by the Commodore and Vice-Commodore and financial recording keeping by the Treasurer.

Responsibilities of the Commodore

In addition to the responsibilities of the Board and its Board members, the Commodore will:

- Chair all general meetings of members and Board meetings as per Rule 45 of the RGYC Rules.
- Demonstrate the Club’s Vision, values and ethics.
- Support the ceremonies and traditions of the Club.
- Represent the views of the Board to RGYC members, stakeholders and to the public.
- Develop and maintain strong links with all tiers of government.
- Participate in Commodores’ meetings and Australian Sailing events and forums.
- Build relationships between RGYC and other yachting, sporting and community organizations.
- Ensure that the Board meets at regular intervals throughout the year and that minutes of the meeting accurately record decisions taken.
- Ensure that Flag Officers and Ordinary Board Members understand their obligations as Board members.
- Guide the agenda, information flow and conduct of all Board meetings.
- Liaise with and collaborate with the General Manager.
- Build a professional partnership between the Board and the staff.
- Embrace and champion the Club’s history and alignment with the Royal decree.

1. Responsibilities of all Board members

Meeting attendance	Where practical, attend all meetings of the Board or Committees of the Board of which they are a member and ensure they are adequately prepared by obtaining and thoroughly reviewing all agenda items and Board papers
Be informed	Analyse, question, request information, raise matters of concern and fully canvas all aspects of any issue confronting the club
Independent	Be independent in judgement and actions and take all reasonable steps to be satisfied as to the soundness of decisions taken by the Board
Be aware	<ul style="list-style-type: none"> ➤ Ensure they have and maintain adequate knowledge of their legal responsibilities and are familiar with legislation and regulations governing the operations of the Club including:

	<p>(i) The duty to act in good faith in the best interests of the organization</p> <p>(ii) The duty to act with reasonable care, skill, diligence (including the duty to prevent insolvent trading).</p> <p>(iii) The duty not to improperly use information or position.</p>
Club values	Adhere to the values of the Club at all times in their dealings with stakeholders
Promote the Club	Take all reasonable opportunities to represent, promote and demonstrate a commitment to the Club, its members and the wider community

2. Behavioral Expectations of Board members

In addition to the legal and operational responsibilities defined previously, a fundamental purpose of the RGYC Board Charter is to define the behavioral expectations of RGYC Board members.

In doing so this will ensure the RGYC Board operates from a foundation of trust, integrity and support, creating a safe environment where often complex matters can be considered fully from all perspectives and high-quality decisions made.

Our Board culture empowers Board members, to respectfully and safely explore alternative perspectives, raise any concerns or issues and ask questions.

<p>All RGYC Board Members agree to abide by the following standards and expectations</p>	<ul style="list-style-type: none"> • Board members are role models for both the RGYC and the broader Geelong and sailing communities. Therefore, Board members must not do anything which brings, or would bring, the Board, RGYC, the sport of sailing and the pursuit of boating into disrepute. • At all times Board members must conduct themselves with integrity, ensuring they are following the RGYC Rules and By-Laws, the laws of the land, the regulations of our sport and the social expectations of our community. • Treat all Board members, RGYC staff and stakeholders with respect at all times, ensuring RGYC is a safe environment free of bullying, harassment, discrimination or victimisation. • Board members are to be encouraged to express and explore the different ideas, opinions and perspectives of each Board member, as a normal part of its decision-making processes. • Board members will support the Board’s collective management and decision-making processes and will
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	<p>refrain from practices that undermine those collective management and decision-making processes.</p> <ul style="list-style-type: none"> • Board decisions must be made from a basis where all Board members feel they are fully informed about the matter being considered. • Board members should abstain from participating in decision making if they consider they are not fully informed about the matter being considered. • Board decisions (once made) are to be respected and supported.
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1. Induction of Board members

Any new Board member, within 30 days of their appointment, will be provided a full induction process in which they will be given a full briefing on the Club. This will include:

- (a) Meeting with the General Manager and key staff;
- (b) Tour of the club and premises;
- (c) An induction package.

The induction package of information will be provided to each new Board member by the General Manager, prior to their first Board meeting and will include but not limited to the following:

Induction package

- a) RGYC Rules and By-Laws,
 - b) Board Charter,
 - c) RGYC organisational structure of staff and committees,
 - d) RGYC Strategic Plan,
 - e) Risk Management Plan
 - f) The most recent Board meeting minutes, agenda and related papers
 - g) The most recent P& L and Balance Sheet and summary of the RGYC operating and capital budgets.
 - h) Details of applicable Directors & Officers insurance.
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In addition, the GM or delegate will assist the new Board member to:

- I. secure a NPC and Working With Children Check
- II. set up access the Club's SharePoint (or similar) system
- III. secure Board members directors ID (if required by law)

1. Guidelines for Breaches of the Board Charter

If the Board has reasonable grounds to suspect that a Board member may have breached this Charter, the Board may elect to investigate the matter (including by way of appointing a third party such as the RGYC nominations committee) in any way it deems suitable for the circumstance.

Without limiting the Board member's rights under the RGYC Rules or the operation of the Association Incorporation Act Reform Act 2012, if the Board or their nominate representative considers that a Board member has breached this charter, the Board may take any action it feels is reasonable and proportional to the Breach which may include, but not be limited to:

1. Offer mediation,
2. Provide training and support,
3. Issue a formal warning,
4. Ask the Board member to resign from their position,
5. Raise a motion to be considered by the Board for the termination of the individual from their role as Board member. If the motion is passed the resolution may be taken to a general meeting of the Association for consideration as per Rule 62,
6. The Board may resolve to seek a resolution of the Members to remove the Board member.

1. Access to Documents

A Board member has both a common law and a statutory right to inspect the documents of RGYC. Board members are entitled to access to financial records at all reasonable times. This right applies to all Board members regardless of whether they have specific financial responsibilities, but a Board member cannot extend the right to third parties.

Access to documents can be made through the Commodore at no cost to the Board member.

1. Media Contact and Comment

The Board has designated the Commodore or the General Manager (where appropriate and as outlined in Delegations of Authority) to speak to the media or community stakeholders on matters associated with the Club.

To safeguard against the inadvertent disclosure of sensitive information, the Commodore or General Manager will not comment on confidential matters and only make comment of matters that have been previously released or information which the Board has sanctioned for release and public consumption.

There will be times when Board members will be approached by the media for public comment. On such occasions the Board member(s) shall comply with the following:

- a. Refer the person to the Commodore or General Manager as appropriate for comment;
- b. Refrain from disclosing any information, documents or other forms of data;
- c. Report the person who contacted the Board member, the reason (explicit or inferred) for the contact and a summary of any other relevant information as soon as possible to the Commodore.

1. Hospitality and Gifts

While the Association recognises the need from time to time to give or accept customary business

courtesies in accordance with ethical business practices, Board members will not solicit such courtesies and will not accept gifts, services, benefits, or hospitality that might influence, or appear to influence, the Board member's conduct in representing the Association.

1. Updating the Board Charter

The Board will review this Charter of the Board and the Charters of Committees at least every two years or as required to ensure it remains current and consistent with the Board's objectives, responsibilities, and contemporary governance standards.

Attachments

Extracts from the RGYC Rules

For clarity and ease of understanding the following regulations relating to the role, responsibilities and functions of the RGYC Board has been extracted from the RGYC rules:

Purpose of the RGYC

To be one of Australia's cornerstone yachting and boating clubs, hosting world class events and home to the nation's best sailors. (Part 1, Regulation 2)

Powers of the Board

Role and Powers (Rule 41)

- (1) *The business of the Association must be managed by or under the direction of a Board.*
- (2) *The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.*
- (3) *The Board may—*
 - (a) *appoint and remove the Secretary;*
 - (b) *establish committees consisting of members with terms of reference it considers appropriate.*

Delegation (Rule 42)

- (1) *The Board may delegate to a member of the Board, a committee or staff, any of its powers and functions other than—*
 - (a) *this power of delegation; or*
 - (b) *a duty imposed on the Board by the Act or any other law.*
- (2) *The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.*
- (3) *The Board may, in writing, revoke a delegation wholly or in part.*

Composition of the Board (Rule 43)

The Board consists of:

- (a) *the Commodore; and*

- (b) the Vice-Commodore; and*
 - (c) the Rear Commodore; and*
 - (d) the Club Captain and*
 - (e) the Treasurer; and*
 - (f) six ordinary members elected under Rule 49.*
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General Duties (Rule 44)

- (1) *As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.*
- (2) *The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.*
- (3) *Board members must exercise their powers and discharge their duties with reasonable care and diligence.*
- (4) *Board members must exercise their powers and discharge their duties—*
 - (a) *in good faith in the best interests of the Association; and*
 - (b) *for a proper purpose.*
- (5) *Board members and former Board members must not make improper use of—*
 - (a) *their position; or*
 - (b) *information acquired by virtue of holding their position —*

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (6) *In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.*
- (7) *Any additional roles and responsibilities of Officers and ordinary members will be determined by the Board.*

Voting (Rule 58)

- (1) *On any motion put before a Board meeting, each Board member present at the meeting will have one vote. A motion may be decided by ways of an electronic circular resolution.*
- (2) *A motion is carried if a majority of Board members present at the meeting vote in favor of the motion.*
- (3) *Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board as defined by the RGYC Rules.*
- (4) *If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.*
- (5) *Voting by proxy is not permitted.*

Conflict of interest (Rule 59)

- (1) A Board member who has a material personal interest in a matter being considered at a Board meeting or any member of the Association participating in a meeting of any Club committee must disclose the nature and extent of that interest to the Board or to the Club committee.*
- (2) The member—*
 - (a) must not be present while the matter is being considered at the meeting; and*
 - (b) must not vote on the matter.*
- (3) The nature and extent of the committee members material personal interest in a matter considered by the committee must be disclosed at the next general meeting of the association along with the process used by the Board to ensure all decision making was for proper purpose.*