Sandringham Yacht Club

Governance Policies

April 2026

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Corporate Governance is the framework of rules, relationships, systems and processes within and by which authority is exercised and controlled in corporations. It encompasses the mechanisms by which companies, and those in control, are held to account" – *Justice Owen in the HIH Royal Commission report.*

1 STRUCTURE OF THE GENERAL COMMITTEE

The General Committee must be structured such that:

a) its composition complies with the requirements of the Constitution;

b) it has a proper understanding of, and competence to deal with, the current and emerging issues of the Club;

c) it can provide direction to, and review the performance of, management; and

d) it can exercise independent judgment.

A majority of General Committee members must be free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their independent judgment.

1.1 Test of independence

A General Committee member will be considered to be independent if he/she:

a) within the last three years has not been employed in an executive capacity by the Club;

b) within the last three years has not been a principal of a professional adviser to the Club, or an employee associated with advice so provided (having regard to the materiality of the advice);

c) is not a supplier of the Club or otherwise associated directly or indirectly with a supplier (having regard to the materiality of the business dealings);

d) has no contractual relationship with the Club other than as a General Committee member (having regard to the materiality of the relationship); and

e) is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the General Committee member's ability to act in the best interests of the Club.

General Committee members must advise the General Committee in a timely manner of any changes to their independence. The General Committee must annually assess the independence of each member in the light of interests disclosed by them. So that it can do this, each General Committee member must provide the General Committee with all relevant information and the General Committee should consider materiality thresholds from the perspective of both the Club and its General Committee members.

1.2 Independent professional advice

All General Committee members should bring an informed judgment to bear in decision-making. To facilitate this, General Committee members may take independent professional advice, if necessary at the Club's expense. Commissioning independent advice by individual General Committee members will require the approval of the Commodore and such approval will not be unreasonably withheld.

1.3 Term of Office

The term of office of a member of the General Committee is ultimately a decision of those members entitled to vote at a General Meeting of Members.

In order to create vacancies on the General Committee to encourage and facilitate membership by interested Senior Members who have the requisite skills and experience, General Committee members will normally serve for a maximum continuous term of four years, subject to the following exceptions:

a) a person elected as a Flag Officer will normally serve a maximum continuous term of four years plus their years as a Flag Officer; and

b) a person may be requested by the General Committee to extend their continuous term beyond four years, subject to them being re-elected, in order for the committee to benefit from particular skills and experience which that person brings to the committee.

A person who ceases to be a member of the General Committee because they have served a continuous term of four years should be at liberty to submit themselves for election in a year following the year in which they stood down.

For the purposes of introducing this policy, members of the General Committee in office prior to the 15 September 2015 may be requested by the General Committee to extend their continuous term beyond four years, subject to them being re-elected, in order to stage their stand down dates and thereby avoid a disruptive change to the membership of the Committee.

2 POWERS AND RESPONSIBILITIES OF THE GENERAL COMMITTEE

2.1 Powers

The General Committee may exercise all the powers detailed in the Constitution, provided those powers do not become contrary to the law or a direction given by the Club in general meeting.

2.2 Responsibilities

The General Committee will be responsible for:

a) participating in the development of, and ultimately approving, the Club's strategic plan and performance objectives;

b) overseeing the Club, including its control and accountability systems;

c) reviewing, ratifying and monitoring systems of risk management and internal control, codes of conduct and legal compliance;

d) approving and monitoring financial and other reporting to the members at large and other parties to whom such reports should be provided;

e) approving and monitoring the progress of major capital expenditure and divestitures and capital management;

f) ensuring that policies on key issues are in place and appropriate, particularly in areas that may give rise to liability for the Club;

g) monitoring senior management's performance and implementation of strategy, and ensuring that appropriate resources are available;

h) appointing and removing the Chief Executive Officer;

i) appointing and removing General Committee members to and from sub-committees of the General Committee; and

j) ensuring that the business of the Club is conducted ethically and transparently and that all decisions taken give priority to the interests of Members.

2.3 Delegation of powers and responsibilities

In accordance with the Constitution, the General Committee may delegate to any person any of the powers and responsibilities conferred on it provided that:

a) any delegation of a power to expend money shall be limited to a specified sum; and

b) no delegation may be further delegated except to the extent that the General Committee authorises such.

2.4 General Committee decisions

The agenda for Committee meetings will be determined by the Commodore:

a) in consultation with the Chief Executive Officer;

b) having regard for any matters nominated by General Committee members;

c) ensuring provision for General Committee members to discuss matters without executives being present; and

d) ensuring adequate coverage of strategic, financial and major risk areas.

Materials for meetings should be circulated to General Committee members at least two days before the meeting (unless circumstances prevent) and where appropriate, executives may be requested to present information and recommendations.

Proposals requiring a decision by the Committee should clearly state the proposer's recommendations.

The Commodore should ensure that all General Committee members have an opportunity to express their opinion and defer the final determination of a matter if:

a) it is apparent that additional information is required; or

b) it is apparent that members require additional time to consider the matter; or

c) the matter requires the opinion of a General Committee member or members who are not present

Where it is necessary for a decision to be determined by vote, the Commodore should, where necessary, convene a further meeting, by telephone if necessary, to provide all General Committee members the opportunity to cast a vote. The Commodore will have a casting vote.

The Commodore should periodically request that a member of the General Committee conduct a review of the effectiveness of the meeting.

3 RESPONSIBILITIES OF A GENERAL COMMITTEE MEMBER

General Committee members will comply with the following core principles of conduct and be responsible for:

a) discharging their duties in good faith and honestly, in the best interests of the Club;

b) acting with required care and diligence and applying commercial reasonableness;

c) making reasonable inquiries to ensure that the Club is operating efficiently, effectively and legally towards achieving its goals;

d) undertaking diligent analysis of all proposals placed before them;

e) being independent in judgement and action and taking all reasonable steps to be satisfied as to the soundness of all decisions taken by the Committee;

f) using the powers of office for proper purpose, in the best interests of the Club;

g) avoiding conflicts of interest and not allowing personal interests, or the interest of any associated person, to conflict with the interests of the Club;

h) not making improper use or disclosure of information gained through their position of General Committee member nor take improper advantage of the position of General Committee member;

i) ensuring that no conduct is likely to bring discredit upon the Club; and

j) serving on General Committee sub-committees as required.

A General Committee member with a material, personal interest in a matter which is being considered by the Committee must not be present when the matter is being discussed unless otherwise agreed by the Committee, and may not vote on the matter.

General Committee members should participate in discussions with a robust exchange of views and bring their independent judgements to bear on issues and decisions.

4 COMMODORE'S RESPONSIBILITIES

The Commodore will be responsible for:

a) ensuring that the General Committee provides leadership and vision to the Club;

b) formulating, in consultation with the CEO, the agenda for General Committee meetings, ensuring adequate coverage of strategic, financial and major risk areas throughout the year;

c) presiding over General Committee meetings and directing discussions to effectively use the time available to address the critical issues facing the Club;

d) convening meetings, when necessary, to address specific matters which are not able to be dealt with adequately in scheduled General Committee meetings;

e) ensuring that the General Committee has the necessary information to undertake effective decision making and actions;

f) ensuring General Committee minutes properly reflect decisions;

g) acting as a mentor to the CEO;

h) maintaining an overview of the club's strategic planning process;

i) maintaining an overview of the club's governance processes, including those in relation to financial management;

j) assessing General Committee members' workloads and assessing whether members are meeting their workload;

k) ensuring that, when a General Committee member takes office, they are fully briefed on the terms of their appointment and their duties and responsibilities;

l) managing general meetings of members (usually twice per annum);

m) ensuring regular and effective communication with members;

n) representing the Club at local, regional, state and national levels and representing the views of the Club to the public.

5 CHIEF EXECUTIVE OFFICER'S RESPONSIBILITIES

The Chief Executive Officer will be responsible to the General Committee for the overall management and performance of the Club in accordance with the strategy, plans and policies approved by the General Committee and ensuring compliance with applicable laws and regulations.

In particular, the CEO's responsibilities will include:

a) ensuring that the Club complies with all statutory and regulatory requirements;

b) facilitating the development of strategic plans taking account of the members' expectations and the resources available to the Club;

c) ensuring that General Committee members are kept informed on a timely basis of developments which impact on their responsibilities;

d) representing the Club within sporting forums, seeking advice and direction from the Commodore where the circumstances require;

e) providing leadership to staff, motivating and developing staff, measuring and rewarding performance, and addressing areas of weakness;

f) ensuring reliable recording systems and effective operating systems, particularly those which impact on members;

g) ensuring that the Club's financial accounts present a true and fair view of the Club's financial condition and operational results; are in accordance with relevant laws, regulations and standards; and founded on a sound system of risk management and internal compliance and control;

h) ensuring that the Club's risk management and compliance and control systems are operating efficiently and effectively in all material respects;

i) ensuring that transactions outside the CEO's delegation are referred to the General Committee for approval;

j) ensuring that all actions comply with the Club's policies in force from time to time; and

k) other responsibilities as delegated by the General Committee from time to time.

l) employing enough suitable senior staff to ensure operational stability in the event that the CEO was unable to attend to perform his duties e.g. incapacitated due to ill health

6 SUB COMMITTEES

6.1 Sub committees

The General Committee shall establish the following sub-committees:

- Executive Committee
- Finance and Audit Committee
- Sail Committee
- Off-the-beach Committee

- Recreational Boating Committee

6.2 Special purpose sub-committees

The General Committee may establish sub-committees for other purposes in order to share detailed work and consider particular issues in detail. These currently include:

- Heritage Committee
- Member Participation Scheme Committee

6.3 Structure and administration of sub-committees

Each sub-committee must have its own terms of reference, approved by the General Committee, setting out its responsibilities, membership, meeting frequency and General Committee reporting obligations.

It is important that the sub-committees be of a size and composition that is conducive to making decisions expediently, with the benefit of a variety of perspectives and skills.

Sub-committees may have access to employees through the CEO.

Sub-committees may, where they deem such appropriate, engage experts to assist in their considerations and determinations.

The membership of sub-committees should be periodically rotated, to the extent possible having regard for specific skills and experience which may be required.

The existence of a sub-committee does not diminish the responsibilities of the General committee.

6.4 Meetings and minutes

The members of sub-committees may meet or convene by telephone or other electronic means, as necessary.

Minutes of sub committee meetings must be recorded, endorsed as an accurate record and reported at the next full meeting of the General Committee.

6.5 Reporting to Members

General Committee will report to members on the performance of the Club at General Meetings scheduled a minimum of twice per year (March Special General Meeting and September Annual General Meeting); sub-committee updates may be added to these agendas to report to members at these meetings.

Each sub-committee is required to facilitate informal consultation with and feedback from a broad cross-section of members as input to their areas of responsibility.

7 EXECUTIVE COMMITTEE

The Executive Committee is established to assist the Commodore in the exercise of his/her responsibilities and is convened at the discretion of the Commodore.

7.1 Composition

The Executive Committee will consist of the Commodore, Vice Commodore, Rear Commodore, Treasurer and CEO.

The quorum for a meeting shall be the Commodore and 2 other members.

7.2 Reporting

Matters determined by the Executive Committee will be brought to the attention of the General Committee by the Commodore.

8 FINANCE AND AUDIT COMMITTEE

The Finance and Audit Committee (F&A) will oversee all matters concerning:

a) the internal control framework and its capacity to safeguard assets from inappropriate use and/or loss and to maintain the integrity of records and reports (**audit**);

b) the risks to which the Club is exposed, the assessed likelihood and potential impact of each risk, the Club's risk appetite, tolerance and the efficiency and cost effectiveness of the processes which management has implemented to manage those risks (**risk management**);

c) the internal compliance framework and its capacity to ensure legal and regulatory compliance (**compliance**); and

d) the monthly management accounts and annual financial statements, including the suitability of the accounting policies adopted by the Club (**reporting**).

8.1 Responsibilities

The F&A Committee will be responsible for:

8.1.1 Audit

a) reviewing the scope of audit plans;

b) meeting with the external auditor and other members of management, jointly and independently, and inviting and receiving comments and recommendations;

c) taking reasonable steps to satisfy itself that all recommendations of the external auditor are followed up and implemented or reasons given as to why recommendations have not been implemented;

d) forming opinions on:

- the systems of internal control;
- the effectiveness of management and the external auditor with respect to audit and internal control;
- the independence of the external auditor;
- the integrity of the Club's records, management accounts and statutory accounts.

8.1.2 Risk Management

a) reviewing management's risk assessments and its strategies and action plans to:

- mitigate those risks; and/or
- transfer those risks (eg by insurance);

b) forming opinions on:

- risk assessments;
- mitigation strategies and action plans;
- the effectiveness of management with respect to risk management.

8.1.3 Compliance

a) reviewing management's assessments of the Club's compliance obligations and its strategies and action plans to ensure compliance with those obligations;

b) forming opinions on compliance;

8.1.4 Reporting

a) assessing the budget and any revisions thereto and communicating its opinion to the General Committee;

b) assessing the monthly financial position and performance against targets (both financial and non-financial, as established by the General Committee) and receiving and assessing statements from management and communicating its opinion to the General Committee;

c) reviewing undertakings and representations to financial institutions;

d) reviewing the annual financial statements having regard, in particular, to management's judgements, the application of relevant accounting standards, the appropriateness of accounting policies and the adequacy of the disclosure of material items and communicating its opinion to the General Committee;

e) receiving and assessing statements from management and, where relevant, the auditor, confirming the integrity of reports and information provided to the General Committee, the members and regulatory authorities;

f) communicating opinions on compliance matters and the effectiveness of management with respect to compliance to General Committee

8.1.5 Engagements

a) having regard to management's recommendations, recommending to the General Committee:

- the appointment or dismissal of the external auditor;
- the rotation of the external audit engagement partners; and
- the level of the audit fees.

8.1.6 Other Matters

a) reviewing and recommending to General Committee the annual operating and capital budgets and all substantive changes throughout the financial period; and

b) accepting references from General Committee regarding any financial matters.

8.2 Composition

The F&A Committee must be of sufficient size, independence and technical expertise to discharge its responsibilities effectively. It will consist of:

- the Treasurer (Chairman)
- up to six others, being members of General Committee or co-opted Members (as approved by the General Committee).

Membership should be periodically rotated.

The CEO and the Manager, Administration will be requested to attend meetings.

8.3 Auditor's attendance at meetings

The chairman of the committee must ensure that the external auditor understands that he/she may attend meetings as appropriate.

8.4 Access to auditors

The F&A committee members should have unlimited access to the external auditor.

Where there is any difference of view between the auditor and management, the chairman must ensure that such is resolved to the committee's satisfaction.

8.5 Meetings

The members of the committee should meet monthly and may convene by telephone or other electronic means, as necessary. The quorum for a meeting is 3 members.

9 SAIL COMMITTEE

The Sail Committee is established to plan, organise and promote keelboat racing programs and events that:

- benefit members and their changing needs;
- maintain or improve racing standards; and
- encourage growth and enjoyment in the sport.

9.1 Responsibilities

The Sail Committee will be responsible for:

a) Providing training/information to members on matters of interest and events relating to keelboat racing, including information to raise the standard of racing.

b) Maintaining and monitoring safety standards, providing information to members on safety and overseeing risk management processes.

c) Providing events to members that have a high level of participation.

d) Ensuring that the race program is developed in conjunction with Australian Sailing, other keelboat Clubs, SYC OTB and Rec Boating

e) Liaising with and representing SYC on Australian Sailing and other relevant inter-club committees.

f) Overseeing race management, including recruitment, training, resource allocation (eg boats, marks, etc). This also includes acting as the Organising Authority and Race Committee as required under the Racing Rules of Sailing for events organised by Sandringham Yacht Club.

g) Providing specialist input, reviewing and approving race documentation such as Notice of Race, Sailing Instructions etc.

h) Overseeing relevant communications to and from members.

i) Assigning performance handicaps to SYC keelboats.

j) Recruiting, training and accrediting personnel to act as protest committees and run protest hearings.

k) Supporting, reviewing and approving race results.

l) Selecting SYC Teams for team-related events (eg Association Cup, Geelong Week, etc)

m) Promoting, recognising and supporting the contribution of volunteers.

n) Accepting referrals and recommendations from General Committee regarding any keelboat racing matters

9.2 Composition

The Committee shall comprise:

- Club Captain: Sail;
- Club handicapper;
- representative of race management;
- representative of boating office;
- one Intermediate member and
- up to 7 other members as deemed appropriate by the Club Captain: Sail

Members of Sail Committee must be endorsed by General Committee. The total number of members of Sail Committee will not exceed 12.

As deemed appropriate from time-to-time, the Club Captain: Sail may co-opt additional members to participate in special-purpose focus groups which will have a set objective and timeframe, e.g. Association Cup Team Selection. These special-purpose focus groups will report back to Sail Committee.

9.3 Meetings

The Sail Committee shall meet monthly (with the exception of January), or as required and report to General Committee monthly. The Club Captain: Sail will chair meetings.

All members of the Sail Committee will step down at the end of the tenure of the outgoing Sail Captain to allow the incoming Sail Captain the opportunity to select his own team.

An open invitation to Flag Officers, CEO and other Club Captains is encouraged to either participate, update or monitor the progress of these sub-committees is welcome.

10 OFF-THE-BEACH COMMITTEE

The OTB Committee is established to plan, organise and promote dinghy sailing programs and events (social & on water) that:

- benefit members and their changing needs;
- maintain or improve racing standards;
- encourage growth and enjoyment in the sport; and
- contribute to an increase in club memberships and OTBSC involvement at SYC.

10.1 Responsibilities

The OTB Committee will be responsible for:

a) Developing and delivering an annual dinghy racing calendar (weekly sailing program) that ensures a high level of participation and member satisfaction. (The calendar to be developed in conjunction with Australian Sailing, other dinghy Clubs, SYC Keel boating and Rec Boating, and communicated to General Committee and members.)

b) Providing training and coaching programs and information to members on matters of interest and events relating to dinghy sailing, including information to raise the standard of racing. (To teach, promote, and monitor safe and excellent boating / racing practices.)

c) Assisting OTB parents and supporters to transition into club life and provide them with activities of interest that benefits both the club and them.

d) Organising and managing annual and ad hoc social and off-water events: Camp-Out, Metung Regatta, Presentation Night, New Member Nights etc.

e) Managing and administering a volunteer roster.

f) Liaising with and representing SYC on Australian Sailing and other inter-club committees associated with dinghy racing.

g) In cooperation with the Boating Office, creating and maintaining race documentation such as Notice of Race, Sailing Instructions etc, providing specialist input, review and approval.

h) Overseeing communications regarding dinghy sailing, including outbound communications to members, and a means of gathering member feedback.

i) Supporting, reviewing and approving race results, working with Boating Office.

j) Selecting SYC Teams for team-related sailing events (Youth Match racing, Club Teams Racing etc)

k) Accepting referrals and recommendations from General Committee regarding any dinghy sailing matters

l) Providing strategic direction and oversight of the youth development program and squad, SYC teams at inter club and state events; and dinghy storage at the OTBSC.

m) Developing a syllabus and deliver “Green Fleet” voluntary intermediate training program.

n) Determining and overseeing adherence to OTBSC budget and Financials.

o) Recording OTB KPI’s and establishing corrective actions if required.

p) Making recommendations to the SYC Foundation for competitor / member assistance grants.

q) Providing race management training pathways for parents and supporters (recruit, develop and accredit race management personnel). Oversee race management, including recruitment, training, resource allocation (e.g. boats, marks, etc) – working collaboratively with the Boating Office. This also includes acting as the racing authority as required under the Racing Rules of Sailing for events organised by Sandringham Yacht Club OTBSC.

10.2 Composition

The OTB Committee shall comprise:

- Club Captain: OTBSC;
- a representative of each of the SYC supported classes;
- minimum of 1 representative of the Boating Office; and
- up to 6 other members as deemed appropriate by the Club Captain: OTBSC

Members of OTB Committee must be endorsed by General Committee. The total number of Committee representatives should not exceed 12, subject to the discretion of the Club Captain: OTBSC.

For the avoidance doubt, it is permissible for the composition of the OTB Committee to include up to 30% (subject to an overriding a maximum of 3 people) of non SYC members who will act in an honorary* capacity.

**This means that their views, opinions and expertise will be taken into consideration but their status is non-voting.*

As deemed appropriate from time-to-time, the Club Captain: OTB may co-opt additional members to participate in a special-purpose focus group which will have a set objective and timeframe. These special-purpose focus group(s) will report back to OTB Committee.

10.3 Meetings

The OTB Committee shall meet monthly (with the exception of January), or as required, and report to General Committee monthly. The Club Captain: OTBSC will chair the meetings.

11 POWERS OF THE SAIL COMMITTEE, OFF THE BEACH COMMITTEE AND RACE OFFICER

Internationally, sailing is governed by World Sailing (WS). The principal members of WS are the 'Member National Authorities' (MNAs). The MNAs are the National Governing bodies for sailing around the world. Australian Sailing (AS) is the MNA for Australia. AS acts as the National Sporting Organisation (NSO) for sailing in Australia. AS supports club-based competitive sailing by providing input to, reviewing, and adopting for Australia, the WS Racing Rules of Sailing, providing the framework for managing the Rules including the training and development of Club Race Officials and providing the associated protest and appeals systems and formulating and providing Safety Regulations in line with world's best practice.

Furthermore, AS provides Clubs with safety policies, templates and training to manage safety and minimise incidents and among other training programs, AS offers programs for Club officials and members including training, qualifying and developing Race Officials including Race Officers, Judges, Umpires and providing powerboat courses for both the public, and club members, to increase marine safety and skill club safety boat drivers.

The Racing Rules of Sailing (RRS) is the publication that contains the rules of sail racing as prescribed by WS. It covers all aspects of racing rules and included in Part 7 Race Organisation are the following rules:

Rule 84 – Governing Rules
The organising authority, race committee, technical committee, protest committee and other race officials shall be governed by the rules in the conduct and judging of races.

Rule 89.1 – Organising Authority
Races shall be organised by an organising authority, which shall be:
(c) an affiliated club;
Through its' affiliation with AS, SYC is "an affiliated club" within the meaning of Rule 89.1.

SYC's stated purpose inter alia: 'is to deliver the ultimate experience in competitive yacht racing, recreational boating, training and social engagement for its Members. SYC provides guidance to members and staff through a Constitution, Corporate Governance Policy, By Laws and Safety Manuals.

The Club Constitution is a broad reaching document covering all aspects of Club operations including section 42 (a) which outlines the Sailing Regulations of the Club. Under the Constitution, Officers of the Club are established and a General Committee comprising of Club Officers and other elected members is required. Club Officer positions include Club Captain – Sail, Off the Beach and Recreational Boating. Sub-committees including Sail, Off the Beach and Recreational Boating Committee are formed under the Constitution. Sitting below and promulgated under the authority of the Constitution is the Club Corporate Governance Policy. The Corporate Governance Policy sets out the purposes, structures, compositions, responsibilities and reporting requirements of those Sub-committees. It is also relevant to note that Section 42 (b) of the Constitution states "All entrants and participants in Club events enter and participate in those events entirely at their own risk."

For all club racing at SYC, the Organising Authority is Sandringham Yacht Club Incorporated.

In line with our governance structure, General Committee appoints the Sail Committee and the Off the Beach Committee to carry out the duties of the Organising Authority as set out in RRS Clause 89.2. This includes that the Sail Committee for all keelboat events and the Off the Beach Committee for all off the beach events, are to appoint a Race Committee and, when appropriate, appoint a protest committee, a technical committee and umpires. To this end, the Sail Committee and Off the Beach Committee are fully empowered to manage and deliver the SYC keelboat and off the beach calendar of events.

To manage the Club including the delivery of these events, the General Committee appoint a Chief Executive who employs boating staff who assist in the delivery of these events. Furthermore, Sail Committee and the Off the Beach Committee directs and works with the boating staff in the conduct of managing events and the staff work with a large pool of volunteers – who act in a range of roles including that of the Race Officer (RO).

The RO is the individual in charge of an individual on-water event. The SYC pool of race officers includes International, National, State and Club accredited race officers. They are passionate Club Members kindly volunteering their time and expertise to deliver Member services.

The RO is empowered to run a race in line with Rule 84 of the RRS, as well as the various SYC boating safety manuals, risk management plans and relevant by-laws.

Sandringham Yacht Club Incorporated, as the Organising Authority, is the Duty Holder/Event Manager as defined in the Marine Safety Act.

12 RECREATIONAL BOATING COMMITTEE

The Recreational Boating Committee is established to plan, organise and promote recreational sailing/boating programs and events that:

- benefit members and their changing needs;
- maintain or improve safety standards; and
- encourage growth and enjoyment in the sport.

12.1 Responsibilities

The Recreational Boating Committee will be responsible for:

a) Providing information to members on matters of interest and events relating to recreational sailing/boating.

b) Maintaining and monitoring safety standards, providing information to members on safety information and overseeing risk management processes relating to recreational sailing/boating.

c) Providing events to members that match member expectations and have a high level of participation.

d) Ensuring that, on an annual basis, a calendar is developed in conjunction with Australian Sailing, other Recreational boating Clubs, SYC, OTB and keelboat racing, and is communicated to General Committee and members.

e) Liaising with and representing SYC on Australian Sailing and other inter-club committees associated with recreational boating.

f) Overseeing navigation rallies, cruise in company, fishing competitions and in collaboration with the Boating Office, managing recruitment, training and resource allocation (eg boats, marks, etc).

g) In cooperation with the Boating Office, creating and maintaining all documentation such as Notice of, Navigation Rallies, Cruise in company, Fishing competitions etc, providing specialist input, review and approval.

h) Overseeing communications regarding Recreational boating, including outbound communications to members, and a means of gathering member feedback.

i) Supporting, reviewing and approving rally, fishing results, working with Boating Office.

j) Accepting referrals and recommendations from General Committee regarding any recreational sailing/boating matters.

12.2 Composition

The Committee shall comprise:

- Club Captain: Recreational Boating
- representatives of power boat owners
- representatives of recreational yacht owners
- representative of Boating Office
- up to 10 members from above as deemed appropriate by the Club Captain: Recreational Boating.

As deemed appropriate from time-to-time, the Club Captain: Recreational Boating may co-opt additional members to participate in a special-purpose focus group which will have a set objective and timeframe. These special-purpose focus group(s) will report back to Recreational Boating Committee.

Members of Committee must be endorsed by General Committee. The total number of Committee members will not exceed 12, subject to the discretion of the Club Captain: Recreational Boating.

12.3 Meetings

The Recreational Boating Committee shall meet monthly (with the exception of January), or as required, and report to General Committee monthly. The Club Captain: Recreational Boating will chair the meetings.

13 HERITAGE COMMITTEE

The Heritage Committee is established to provide recommendations to GC regarding the protection, maintenance and accessibility of the Club's history, records and memorabilia.

13.1 Responsibilities

a) Develop and recommend to GC appropriate policies to protect, maintain and ensure accessibility of Club records.

b) Recommend *WHAT* should be included

c) Recommend *HOW* information should be maintained

d) Recommend what should be on permanent *DISPLAY* in the clubhouse

e) Provide an *ANNUAL REPORT* recording highlights of the Club year.

13.2 Composition

- The Rear Commodore as Chairman
- The Club Historian
- The Club Librarian
- Plus up to four co-opted Members

Members shall be nominated and approved by GC and will report to GC through the Rear Commodore.

Meetings

Meetings will be on an "as required" basis as activated by the Chairman with minutes provided to the CEO and copied to GC. At least three meetings shall be held each year.

14 MEMBER PARTICIPATION SCHEME COMMITTEE

The Member Participation Scheme (MPS) Committee is established to review member compliance with the MPS Policy and makes recommendations to GC with respect to these reviews.

14.1 Responsibilities

a) Will meet at least annually to review member compliance with MPS Policy including following up missing scorecards and ad hoc audits of completed scorecards

b) Is an advisory Committee that provides advice to General Committee in respect of member compliance/non-compliance with the MPS Policy and its terms

14.2 Composition

- Chairman (GC Member)
- 3 co-opted Ordinary Members

Members shall be nominated and approved by General Committee

14.3 Meetings

Meetings will be at least annually plus on an 'as needs' basis as activated by the Chairman with minutes provided to the CEO and copied to General Committee.

15 COMMITTEE AND COMMITTEE MEMBER PERFORMANCE EVALUATIONS

Periodically the Commodore is responsible for co-ordinating:

- an assessment by the General Committee of its performance;
- an assessment by the General Committee of the performance of the Commodore;
- a self-assessment by each General Committee member of his/her performance.

The Commodore should provide an appropriate report at a General Committee meeting.

15.1 Evaluation of the General Committee's performance

The following matters should be considered in assessing the General Committee's performance:

a) The existence of clear performance objectives and the Committee's performance against them.

b) The Committee's contribution to the development of strategy.

c) The Committee's contribution to ensuring robust and effective risk management.

d) The composition of the Committee and the mix of knowledge and skills necessary to maximise performance in the light of future strategy.

e) The Committee's response to any unexpected events.

f) The Committee's communication with the management team.

g) The Committee's currency with the latest developments in the market and the regulatory environment.

The Committee's effectiveness will be facilitated by:

a) Relevant, timely and unbiased information of the right length and quality and management's responsiveness to requests for clarification and amplification.

b) Sufficient Committee meetings of appropriate purpose and length to enable proper consideration of issues.

c) Committee procedures which are conducive to effective performance and flexible enough to deal with all eventualities.

15.2 Evaluation of the Commodore's performance

The following matters should be considered in assessing the Commodore's performance:

a) The Commodore's leadership of the General Committee.

b) The management of relationships and communications between General Committee members.

c) The management of the relationship with the CEO.

d) The management of relationships and communications with Members.

e) The effectiveness of the process for setting the agenda and whether it allows Committee members to raise issues and concerns.

f) The extent to which all General Committee members are allowed and encouraged to participate fully in Committee discussions.

15.3 Evaluation of each General Committee member's performance

The following matters should be considered by a General Committee member in self-assessing his/her performance:

a) The extent to which the Committee member is prepared and informed for meetings and their meeting attendance record.

b) The member's willingness to devote time and effort to understanding issues.

c) The quality and value of their contributions at meetings.

d) Their contribution to the development of strategy.

e) The extent to which they have brought their knowledge and experience to bear in the consideration of strategy.

f) The extent to which they have probed to test information and assumptions and where necessary, their resolution in maintaining their own views and resisting pressure from others.

g) Their effectiveness in pursuing areas of concern.

h) Their relationships with fellow Committee members and senior management.

i) The respect which they are given by fellow Committee members.

j) Their effectiveness in presenting their views and preparedness to have regard for the views of others.

16 DISCLOSURE

The General committee must ensure that timely and accurate disclosure is made to its Members on all material matters including, but not be limited to:

a) the objectives of the Club and how they will be achieved;

b) the financial and operating results compared with expectations;

c) discussion and analysis of key financial and non-financial performance indicators used by management in assessing the performance of the Club;

d) discussion and analysis of the operational environment of the Club such as changes in market conditions, changes in the regulatory environment, etc.

e) discussion and analysis of the main factors and influences that may have a material effect on future results;

f) recent and planned capital expenditure;

g) material foreseeable risks facing the Club;

h) governance structures and policies; and

i) accounting standards and policies.

Information to be disclosed should be presented in accordance with generally accepted standards of accounting, financial and non-financial disclosure, and audit (where relevant).

17 DELEGATIONS OF AUTHORITY

17.1 Scope

This policy applies to all officers, employees and persons contracted to perform tasks on behalf of Sandringham Yacht Club.

17.2 Delegated authorities

The General Committee has delegated certain authorities to certain roles or positions as detailed in the attached schedule.

The extent to which an officer, employee or contractor is authorised to commit the Club will be determined by the role to which they are assigned at the time the commitment is under consideration.

For the purpose of clarification, authorities are delegated to roles as distinct from people.

17.3 Sub delegation of authority

The incumbent of a position to which authority is delegated may:

- sub delegate any authority conferred on the position and in respect of financial delegations, up to a maximum of 75% of the financial value of the delegation and
- withdraw, alter or vary such a sub delegation.

By sub delegating an authority, the person does not relinquish that authority but retains it for as long as they occupy the position. The process for approval of any sub delegation is set out in section 21.8.

Sub delegates cannot further delegate their authority.

17.4 Multiple transactions

Authorisation limits apply to the aggregate of multiple transactions for one project. There must be no disaggregation of a transaction to facilitate authorisation. Transactions must not be broken into smaller segments for the purpose of circumventing the delegated limits, or for any other purpose, and are to be based on the total estimated liability of the Club. This aggregations rule does not apply to monthly orders from suppliers e.g. meat supplier/ gas supplier.

17.5 Contracts (and agreements)

Period of contract – It is desirable that contracts should have an expiry date or a termination notice period. Where a contract has neither, the period of the contract for the purpose of determining the delegated authority will be deemed to be the longer of the intended term or what is regarded as reasonable notice for such a contract.

Contracts with terms of more than three years – require approval by the General Committee.

Budgeted amount - when determining delegation levels for contracts where the full cost cannot be predetermined, the amount allocated in the budget is the basis on which to determine the appropriate delegation.

17.6 Disclosure where delegated authority limited

If a person is involved in a negotiation process in a matter which is likely to require an authority beyond that able to be exercised by the person, then all parties to the negotiations must be advised of that fact and further advised that all negotiations are subject to approval.

17.7 Conflicts of interest

All commitments must be made exclusively for the benefit of the Club. Persons exercising authorities are required at all times to act solely in the interest of the Club and to not act where there is a conflict of interest. In particular, no family member or associates may benefit personally as a result of a person exercising a delegated authority.

No person is authorised to approve their own travel and employee expense claims. These must be signed by the person's manager or supervisor. The CEO's expense claims must be signed by the Finance Manager (up to $100 per item, maximum $250 in any one month) or a member of the Executive.

17.8 Process for sub delegating authority

To sub delegate any authority, the sub delegation must specify the powers and authorities delegated and the period of delegation and be signed by the person granting the sub delegation and the CEO. Persons who delegate an authority must:

- ensure that sub delegation is reviewed regularly (at least annually); and
- obtain approval from the CEO, copies of all sub delegations and any changes to, or revocations of, those sub delegations.

17.9 Non-compliance

Any incidence of non-compliance with this policy, in particular exceeding a delegated authority, must be reported to the CEO who must then report the non compliance to the General Committee.

17.10 Policy Sponsor

The CEO is the sponsor of this Policy and is responsible for:

- maintaining a schedule of all approved delegations, sub delegations and transfers of authority; and

- annually reviewing the Policy, including the appropriateness of the levels of delegation allocated, taking into account changes in the business environment.

Where doubt exists as to the delegation of authority, reference must be made to the CEO for interpretation.

17.11 Review of delegations

The General Committee is authorised to approve amendments to the delegations of authority.

Schedule to Delegations of Authority Approved by General Committee on 26 April 2022						
	CEO	**Finance & Administration Manager**	**Facilities Manager**	**Executive Chef/ Hospitality Manager**	**Marina & Yard Manager**	**Sailing Manager**
Operating expenditure per item / contract where included in budget	$300,000	$50,000	$5,000	$25,000 (CoGs) Other $5,000	$25,000 (CoGs) Other $5,000	$5,000
Operating expenditure per item / contract where not included in budget	$30,000	$30,000	$1,000	$1,000	$1,000	$1,000
Capital expenditure where included in budget	$30,000	$30,000	nil	nil	nil	nil
Capital expenditure where not included in budget	$15,000	$15,000	nil	nil	nil	nil
Enter into contracts of three years or less where included within budget	Yes	Yes (in consultation with CEO)	no authority	no authority	no authority	no authority
Enter into contracts of more than three years	no authority	no authority	no authority	no authority	no authority	no authority
Enter into property leases (sub-letting), including rent reviews	Yes (renewals)	Yes (renewals)	no authority	no authority	no authority	no authority
Enter into new property leases (sub-letting)	no authority	no authority	no authority	no authority	no authority	no authority
Enter into new property leases (as a tenant)	no authority	no authority	no authority	no authority	no authority	no authority
Negotiating rents reviews (as tenant)	Yes	no authority	no authority	no authority	no authority	no authority
Write off fixed assets	$10,000	$5,000	nil	nil	nil	nil
Write off bad debts	$5,000	$2,500	nil	nil	nil	nil
Instigate litigation	no authority except for debt enforcement	no authority except for debt enforcement	no authority	no authority	no authority	no authority
Settle litigation	no authority except for debt enforcement	no authority except for debt enforcement	no authority	no authority	no authority	no authority
Sponsorships (SYC as sponsor)	$5,000	Nil	Nil	Nil	Nil	Nil
Donations (SYC as donor)	$5,000	$250	Nil	Nil	Nil	Nil
Sponsorships (SYC as beneficiary)	$150,000	no authority	no authority	no authority	no authority	no authority
Donations (SYC as beneficiary)	$100,000	$50,000	no authority	no authority	no authority	no authority
Communication with media	Yes	Yes (operational matters only)	No	No	No	No
Terminate a permanent staff member	Yes	Yes	No	No	No	No
Terminate a temporary staff member	Yes	Yes	Yes	Yes	Yes	Yes
Engage a permanent staff member	Yes	Yes	No	No	No	No
Engage a temporary staff member where included in budget	Yes	Yes	Yes	Yes	Yes	Yes
Engage a temporary staff member where not included in budget	Yes	Yes	No	No	No	No
Other specific delegations (as approved by CEO)						
Senior Chefs						
CoGs	$15,000 any one order					
Other	$1,000 any one order					
Bar Manager						
CoGs	$15,000 any one order					
Other	$5,000 any one order					
Guest Relations Manager						
Stationery	$1,000 any one order					
Postage	$2,000 any one order					
Repairs	$1,000 any one order					
Donations	$100 any one up to a maximum of $500 per budget year					
Membership Officer						
Shop CoGs	$5,000 any one order					
Printing	$5,000 any one order					
Accounts Manager						
General	$5,000 any one order					
Club Events						
Within budget for each event	$5,000 any one order					
Event Coordinator/ Supervisor						
General	$1,500 any one order					

18 POLICY VERSION CONTROL

No.	Date approved by GC	Sections amended
1	Oct 2012	Version 1
2	July 2014	Version 2
3	Aug 2014	Version 3
4	Oct 2014	Version 4
5	Nov 2014	Version 5 – addition of Section 21, Delegations of Authority
6	Sept 2015	Version 6 – addition 1.3, Terms of Office
7	Oct 2015	Version 7 – addition of Section 5 (l) and insertion of Terms of reference for Academy Committee and Race Management & Rules Committee at section 13 and 14
8	Jun 2016	Version 8 – addition of Section 4, General Committee Election Process
9	Mar 2017	Version 9 – Amendments of limits in Delegation of Authority
10	Oct 2017	Version 10 - amendments to sub committees sections 14.3/15.3 and 7.2. Amendments of limits in Delegation of Authority
11	Sept 2018	Version 11 – addition of on water safety committee at section 16
12	Jan 2021	Version 12 – deletion of sub committees (Planning and Development, Boating Academy, Match Racing, Reciprocal, J24 Youth & On-water Safety). Deletion of obsolete manual ballot process (will be done online moving forward)
13	Apr 2022	Version 13 – Amendments of limits in Delegation of Authority
14	Nov 2022	Version 14 – deletion of Race Management & Rules Sub-Committee and removal of reference to Social sub-committee
15	Apr 2024	Version 15 – inclusion of powers of Sail Committee and OTB Committee Race Office at Section 11