

## **Governance Handbook Receipt and Agreement**

As a member of the Club's governance system, I understand that I am obligated to:

- A. Read, understand and adhere to the tenets, policies and procedures outlined in this handbook.
- B. Represent the Club in a manner consistent with the Club's fine reputation.
- C. Represent all members of the Club and the Club's greater interests in all matters that come before me and to not use my position to obtain gains or advantages for my friends, my family, my associates or myself: avoiding all conflicts of interest.
- D. Treat the Club's facilities, other members, employees and all others associated with the Club with respect at all times.
- E. Keep all proprietary and/or sensitive information confidential.
- F. Strive to attend and participate in every meeting of the governing group of which I am a member and to be informed and open-minded on all matters to be discussed.
- G. Focus my efforts on the mission of the Club and not on my personal goals.
- H. Resign my position in the Club's governance system if I am unable to uphold these commitments to the Club.

Agreed to by:

\_\_\_\_\_

**Signature**

\_\_\_\_\_

**Date**

## **Governance Handbook Receipt and Agreement**

This handbook belongs to:

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- B. Represent the Club in a manner consistent with the Club's fine reputation.
- C. Represent all members of the Club and the Club's greater interests in all matters that come before me and to not use my position to obtain gains or advantages for my friends, my family, my associates or myself: avoiding all conflicts of interest.
- D. Treat the Club's facilities, other members, employees and all others associated with the Club with respect at all times.
- E. Keep all proprietary and/or sensitive information confidential.
- F. Strive to attend and participate in every meeting of the governing group of which I am a member and to be informed and open-minded on all matters to be discussed.
- G. Focus my efforts on the mission of the Club and not on my personal goals.
- H. Resign my position in the Club's governance system if I am unable to uphold these commitments to the Club.

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## **Purpose of the Club's Governance Handbook**

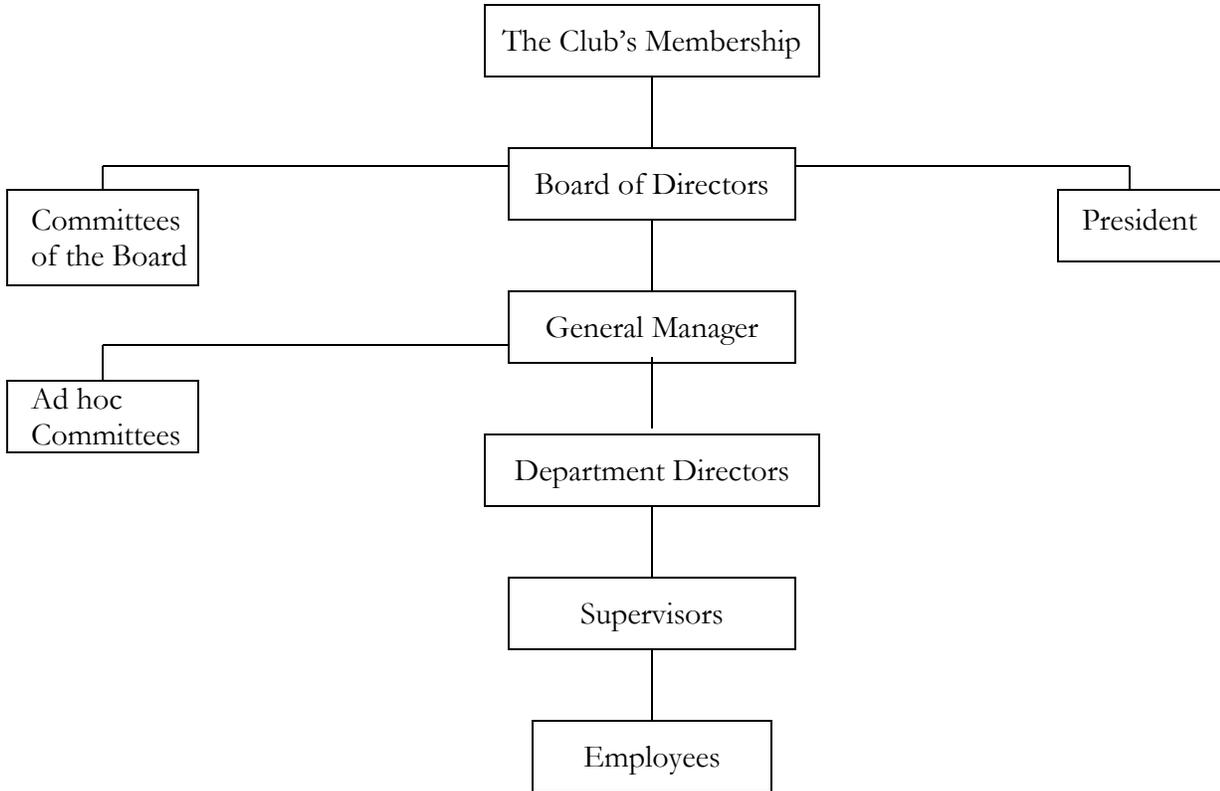
The Board of Directors of the Club has created the Governance Handbook to provide guidance to the volunteers and professionals that contribute to and participate in the Club's governance and to provide the continuity to the Club's governance that is essential to the Club's long term success.

The rules and procedures herein are intended to help these Club leaders understand their responsibilities, the responsibilities of other participants and how the participants interact and communicate.

The Governance Handbook shall be present at all committee, Board and membership meetings where it can be used as a reference. It will be distributed to all volunteers and professionals who participate in the Club's governance and to those who are considering a role in the Club's governance system.

The Governance Handbook is to be used and referred to regularly and when necessary adapted to meet the changing needs of the Club. Recommendations for changes should be submitted in writing to the Board of Directors, over the signature of the author. Procedures for making changes are outlined herein.

# The Club's Organizational Structure



## **Board of Directors Description and Responsibilities**

**Responsible to:** The Club's membership

**Supervisory Authority:** The Board collectively delegates to and directly supervises the General Manager and the committees of the board.

**Limits of Authority:** The Board must adhere to and ensure the Club's adherence to the Club's bylaws and all local, State and Federal rules, regulations and laws.

The Board has the authority to discharge and re-form the nominating committee if the nominating committee fails to meet their obligations as outlined in the Club's by-laws and Governance Handbook.

**Composition:** Seven (7) members, including officers.

**Selection Procedures:** The term ending dates for the Directors shall be staggered such that two (2) or three (3) members shall be elected to the Board of Directors each year at the annual meeting of the membership. See the section titled Nominating Committee Description, Role and Responsibilities for additional details.

**Requirements for Selection:** Each Director must be a Resident Golf or Resident Social Member in good standing.

All Directors must sign the Club's Governance Handbook Receipt and Agreement.

**Terms:** Each Director's term is three (3) years and they may be elected to an additional term and serve a maximum of six (6) consecutive years. See the section titled Club President, Description, Role and Responsibilities for an exception.

**Vacancies:** The Board of Directors shall have the authority to fill any vacancy on the Board of Directors with a majority affirmative vote of the President's nominee. This Director shall serve only until the next annual meeting of the Membership, at which time a candidate will be elected to fill the remainder of the term. Alternatively, the Board may choose to leave the position vacant until the next annual meeting of the Membership.

**Attendance and Removal:** Board Members with four (4) absences in a calendar year must resign from the Board and be replaced as described in Vacancies. A two thirds (2/3) vote of the Board of Directors may over-ride this removal.

An Officer or Director who fails to satisfy their responsibilities to the Club, as so determined by the Board may be removed from office with an affirmative vote of two thirds 2/3 of the Board of Directors.

**Minutes and Reporting Requirements:** Minutes of each Board of Directors meeting are to be posted in the Clubhouse within 3 days of their approval.

The Board shall make a complete reporting of the Club's activity and position at the annual meeting of the Members.

Additional guidelines are included in the section of this handbook titled Communication.

**Meetings:** The Board will meet a minimum of 6 times per year but will generally meet monthly on a regular date and time of their choosing.

An agenda and pertinent supplemental materials will be provided to the Board at least five (5) days prior to the meeting, giving Directors an opportunity to consider the agenda topics and if they feel the need, to seek additional information prior to the meeting.

Drafted minutes of the Board's meetings shall be distributed to the Board within seven (7) days following the meeting.

**Quorum:** Five (5) Directors shall constitute a quorum.

**Directors' Legal Obligations to the Club:**

- A. Duty of Care: A Director must (1) practice informed decision-making by reading materials and reports that relate to the agenda items, asking questions and devoting appropriate time for deliberation; (2) participate in decisions; and (3) do so in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.
- B. Duty of Loyalty: A Director must exercise their powers in the interest of the whole Club not in their own interest or the interest of a third person; this may be a conflict of interest. A conflict of interest may occur when a Director is influenced in his or her decision-making by personal, business, financial or other factors not solely related to the Club's best interests.
- C. Duty of Compliance: A Director must act to carry out the purposes of the Club in compliance with local, State and Federal laws, rules and regulations and consistent with the direction provided by the membership as documented in the Club's Articles of Incorporation, Bylaws and other strategic plans, documents and rules approved by the membership.
- D. Confidentiality: A Director must not disclose information about the Board's or the Club's legitimate activities unless they are already known by the public or are of public record.

**Primary Functions:**

- A. Establish, review, confirm and work towards achieving the Club's mission, objectives and policies.
- B. Select, establish the compensation for and evaluate the General Manager.
- C. Define the limits within which the General Manager shall perform in the attainment of the objectives.
- D. Monitor the attainment of the objectives.

**Additional Specific Responsibilities:** The Board of Directors is expected to:

- A. Conduct regular meetings.
- B. Facilitate and encourage new member proposals, evaluate candidates and vote on their admission to the Club.
- C. Develop and update the Club's strategic plan

- D. Form, direct and dissolve Committees of the Board, define and document their roles, general and specific responsibilities, goals and the limits on their authority and monitor their activities.
- E. Establish and enforce appropriate rules for the proper use of the Club's facilities and behavior of the members and when necessary provide penalties for violations of those rules.
- F. Address member grievances and discipline following the procedures outlined in the Club's by-laws.
- G. Ensure adequate resources are available to meet the Club's objectives.
- H. Manage the Club's resources effectively through budget setting and monitoring, outside audits, facilities care, capital replacement and development of capital reserve.
- I. Determine, strengthen and monitor the Club's programs.
- J. Oversee and assume responsibility for any and all groups, committees and "clubs" that develop within the Club.
- K. Protect and enhance the Club's public standing and image.
- L. Ensure legal and ethical integrity in the Club's dealings.
- M. Develop a system for succession and the perpetuation of effective governance by identifying and preparing future officers and orienting new Directors.
- N. Assess the Board's performance annually.
- O. Communicate the Club's position and the Board's activities to the members on a regular basis.
- P. Preserve the Club's records, history and heritage.

**Guiding Principles:**

- A. The Board is accountable to the Membership and shall communicate with them regularly.
- B. The Board and individual Directors speak as a unit: no one Director may speak on behalf of the Board unless they are specifically authorized to do so.
- C. The Board's decisions should focus on policy development and ends determination.
- D. The Board delegates only to Committees and the General Manager and controls the staff's performance by establishing the limits within which they perform, not by prescribing their behavior.
- E. The Board must explicitly define its own procedures and what it is responsible for producing.
- F. The Board is responsible for establishing a relationship with the General Manager that is empowering and safe.
- G. The Board must rigorously monitor and evaluate the performance of the General Manager, but only against established and clearly communicated policy and criteria.

**Director's Rights:**

- A. Access to the General Manager.
- B. Access to the Club's records.
- C. Ample notice of meetings with their agendas and pertinent information.
- D. Access to promptly produced minutes of the meetings.
- E. Access to committee meetings.

**The Board's Effectiveness will be determined by measuring the following:**

- A. Member satisfaction as reflected in attrition analyses, usage statistics, third party surveys, in house surveys, etc.
- B. Employee satisfaction as reflected in turnover analyses, third party surveys, in house surveys, etc
- C. Progress towards stated goals
- D. Maintenance of and adherence to the Club's strategic plan
- E. Adherence to the Club's by-laws

- F. Development and maintenance of a positive community image
- G. Adherence to the Club's Governance Handbook

## **Committees of the Board Description and Responsibilities**

**May include but not limited to:** Admissions, Audit, Board Resources, Finance, Governance, Heritage, Membership, Rules and Strategic Planning. The Nominating Committee's description and responsibilities are listed separately.

**Responsible to:** The Board of Directors

**Supervisory Authority:** Committees of the Board shall have no supervisory authority or responsibility that is not specifically delegated to them by the Board of Directors

**Limits of Authority:** Committees of the Board shall have no autonomous authority that is not specifically delegated to them by the Board of Directors.

Committees of the Board may not represent the Club in any matters, unless specifically authorized by the Board of Directors.

Committees of the Board shall have access to any information the Club holds or has access to, provided that the cost of procuring the information falls within the Club's budget and the information is not confidential, e.g., individual employee's files, compensation and evaluations.

**Composition:** Each Committee of the Board shall have three (3) to nine (9) members.

Each Committee of the Board shall have a chairperson and a vice chairperson.

The Board shall make every effort to ensure that each Committee of the Board is comprised of members who are representative of various contingents of the Club, and who possess an interest and/or expertise in the committee's areas of responsibility.

No member may serve on more than one Committee of the Board at a time, with the exception of Directors.

A Club Director will be assigned to each Committee of the Board and will serve as the Board Liaison. The Club Director may also serve as the chairperson or vice chairperson. No current Director may serve on the Nominating Committee.

Any Club Director may attend any committee meeting; however they may only vote on motions made at the committee level if he or she is a member of that committee.

**Selection:** The Board of Directors appoints all members, chairpersons and vice chairpersons of Committees of the Board. The Committees may make recommendations to the Board for these positions.

**Requirements for Selection:** Must be a Club member in good standing.

**Terms:** Committees of the Board serve at the will of the Board and the Board has the authority to form, direct and dissolve Committees of the Board at any time. Rules pertaining to the Nominating Committee can be found in the section of this document called: Nominating Committee Description and Responsibilities.

Each member of a Committee of the Board will usually be appointed for a three-year term and may serve up to a maximum of 6 consecutive years. This term limit may be extended for any individual committee member with a two-thirds (2/3) affirmative vote of the Board of Directors: such extension must be voted on annually if it is to be extended further.

The terms of all members of Committees of the Board shall be staggered such that approximately one third (1/3) of the Committee's members' terms expire each year.

All the terms of members', chairpersons' and vice chairpersons' of Committees of the Board begin and end on the date of the first Board of Directors meeting, following the annual meeting of the Board.

Chairpersons and vice chairpersons shall serve one-year terms.

Committee chairpersons and vice chairpersons may serve up to 6 consecutive one-year terms and their terms may be extended as described above.

**Vacancies:** The Board of Directors has the authority to fill any vacancies on any Committee of the Board. Guidelines for vacancy replacements on the Nominating Committee are listed in the section of this handbook titled Nominating Committee, Description and Responsibilities.

**Attendance and Removal:** Members of Committees of the Board with four (4) absences in a calendar year must resign from the committee and be replaced as described in Vacancies. An affirmative vote of a majority of the Board of Directors may over-ride this removal.

Any member of a Committee of the Board may be removed from the Committee by a majority vote by the Board of Directors, with the exception of the Nominating Committee, from which removal requires a unanimous vote of the Board of Directors.

**Minutes and Reporting Requirements:** Minutes, which accurately reflect the content of the meeting, shall be produced for each meeting and be available to the Board of Directors within 7 days of the committee's meeting. Included in the minutes will be a list of attendees, a list of those who were absent and any motions and votes that will be presented to the Board of Directors for their consideration. It is not necessary to document discussions that do not result in a motion.

**Meetings:** Committees of the Board will meet as frequently as is necessary to serve the Board of Directors effectively. Most Committees of the Board will meet on a monthly basis and it is recommended that a regular meeting date and time be established, or at a minimum, that the next meeting date is selected and agreed to prior to adjournment.

**Quorum:** At least 51% of the committee's current members must be present for the committee to make motions and vote upon them.

**General Responsibilities:** Committees of the Board assist the Board of Directors in performing the Board's duties by focusing their time and energy on a specific aspect of the Club or the Board's responsibilities. Generally, they review and evaluate the Club's policies & practices specific to their area of concern to measure their effectiveness in addressing the Club's needs.

**Specific Responsibilities:** The Board of Directors shall establish and communicate the specific responsibilities to each Committee of the Board, depending on the Board's needs and the Club's goals.

**The Committees of the Board exist to:**

- A. Assist the Board as the Board determines.
- B. Involve many members in the decision-making process: enhancing the opportunities for members to participate meaningfully in the organization.
- C. Develop within members the awareness and governance skills that are necessary for them to serve effectively on the Board of Directors.
- D. Distribute the work of the organization among many Club members: reducing the burden placed upon each volunteer.
- E. Capitalize on the experience, training and contacts of many members.
- F. Provide a means for communication and information flow between the members, the staff and the Board.
- G. Give members an opportunity to discuss issues freely and fully in an effective setting.
- H. Serve as effective problem-solving and decision-making groups, employing collaboration whenever possible.

**The effectiveness of Committees of the Board will be determined by measuring the following:**

- A. Progress towards the Committee's mission and purpose, as stated by the Board.
- B. Adherence to the Club's Governance Handbook.

## **Nominating Committees Description and Responsibilities**

**Responsible to:** The Club's Membership

**Limits of Authority:** The Nominating Committee works independently from the Board of Directors in accomplishing their responsibilities as described herein and consistent with the Club's By-laws. The Board may delegate other responsibilities to the Committee, in which case the Committee will report to the Board with regard to the performance of those delegated duties.

**Composition:** The Nominating Committee will consist of a minimum of five (5) and a maximum of nine (9) members, depending on the current number of Committees of the Board.

**Selection:** Each of the Committees of the Board will appoint one member of the Nominating Committee from their own ranks or from the general membership. Each Committee's Chairperson will ask the Committee for nominees and the appointee must receive at least fifty-one percent (51%) of the vote of the Committee.

If the number of Committees of the Board is fewer than five (5), the Board of Directors shall appoint a number of members equal to that necessary to bring the total number of members to five (5). The President will ask the Board for nominations and each of the Board-appointed Nominating Committee members must receive at least fifty-one percent (51%) of the vote of the Board.

**Requirements for Selection:** All Committee members must be willing and available to perform their duties throughout the nominating process.

Must be a Club member in good standing.

No current Board member may serve on the Nominating Committee.

**Terms:** The Nominating Committee's Members' terms end following their report to the Club's Membership at the Annual Meeting of the Club.

**Vacancies:** Vacancies shall be filled following the same procedures as described in Selection: the group responsible for the original Nominating Committee member's appointment will be responsible for selecting their replacement.

**Removal:** Any member of the Nominating Committee may be removed with a unanimous vote of the Board of Directors.

**Meetings and Quorum:** The first meeting of the Nominating Committee will be set by the Strategic Planning Committee representative, who will serve as the Chairperson of the Nominating Committee until the Committee meets and elects a Chairperson. The Committee members will establish a meeting schedule sufficient to perform their duties. Every effort should be made to hold meetings when all Committee members are available, however 51% of the Committee members present shall constitute a quorum.

**General Responsibilities:** The Nominating Committee shall select one (1) candidate for each of the available positions on the Board of Directors and shall present this slate of candidates to the Club Secretary on a timely basis such that the slate can be distributed to the membership in accordance with the Club's by-laws.

**Specific Responsibilities:** The Nominating Committee is expected to:

- A. Develop profiles of the optimal candidates by referring to the Director's and Officer's Descriptions and Responsibilities and seeking input from the Board of Directors and the General Manager.
- B. Consider effective past or current service in the Club's governance system as an essential trait in Director or Officer candidates.
- C. Communicate the profile to the membership and solicit volunteers and recommendations for consideration.
- D. Seek input from the existing Board regarding the Club's and the Board's needs.
- E. Seek input from the General Manager regarding candidates to be considered.
- F. Invite members under consideration to complete a questionnaire designed by the nominating committee, the intention of which is to verify the candidate's satisfaction of the necessary and optimal criteria.
- G. Provide each potential nominee with a copy of the Governance handbook, making certain the candidate is willing to comply with the Club's defined policies, systems and procedures.
- H. Interview the candidates to assess their compatibility with Board service.
- I. In accordance with the by-laws, provide a list of nominees to the Club's Secretary for posting and distributing to the membership. This list will contain one candidate for each available position.

**The Nominating Committee's effectiveness will be determined by measuring the following:**

- A. Adherence to the Club's by-laws.
- B. Adherence to the Club's governance handbook.

## **President and Vice-President Description and Responsibilities**

All references to the President shall also pertain to the Vice President, unless noted otherwise.

**Responsible to:** As members of the Board of Directors, the President is responsible to the Club's membership.

**Supervisory Authority:** The President shall have no supervisory authority or responsibility that is not specifically delegated to him or her by the Board of Directors

**Limits of Authority:** The President shall have no autonomous authority that is not specifically delegated to him or her by the Board of Directors.

The President may not represent the Club in any matters, unless specifically authorized by the Board of Directors. However, the President will generally represent the Board of Directors in communicating the Board's decisions.

The Vice President shall serve in the place of the President in the President's absence or disability. Otherwise, the Vice President shall have not autonomous authority that is not specifically delegated to him or her by the Board of Directors.

**Terms:** One year and may succeed themselves twice for a maximum of three (3) consecutive years as President.

A Director serving a President at the time his or her service on the Board reaches six (6) consecutive years, may continue to serve on the Board until he or she has served a maximum of 3 years as President. This provision requires a two-thirds (2/3) affirmative vote of the Board at the meeting during which the Nominating Committee is empowered. A notice of this decision shall be provided to the Nominating Committee immediately.

**Requirements for Selection:** Must be elected by the membership as a Director.

**Selection:** The Board shall elect the President from their own ranks at the Annual Meeting of the Board of Directors, immediately following the Annual Meeting of the Club.

**General Responsibilities:** The President serves the Board by keeping them focused on their primary functions, legal obligations and responsibilities, and by presiding over the meetings of the Board of Directors and the Club. The President generally represents the Board in communications to the members, employees and community.

**Specific Responsibilities:** The President is expected to:

- A. Perform all of the responsibilities of a Director, as outlined herein.
- B. Prepare the agendas for the Board of Directors' meetings, making every effort to ensure that the agendas focus on the Primary Functions and Specific Responsibilities of the Board of Directors.
- C. Distribute a meeting notice to all Committee members outlining the time, date, place, and agenda for upcoming meetings. This notice should also include information pertinent to agenda

items. This notice should be distributed at least one week in advance of the meeting; this will give Committee members an opportunity to give thought before the meeting to the issues under consideration.

- D. Preside over Club and Board Meetings following the Meeting Guidelines contained herein.
- E. Ensure that the Board of Directors and the Committees are adhering to the tenets in the Club's Governance Handbook and to proper parliamentary procedures.
- F. Move for the removal of any Director or committee member who fails to meet their obligations.
- G. Represent the Board of Directors in communications to the members.
- H. Nominate successors to fill vacated positions on the Board or committees of the Board.
- I. Serve as the Board's representative in the Club's employee complaint resolution procedure, listening to and addressing concerns brought to him/her by employees.
- J. Settle conflicts among committee and/or Board members.
- K. Maintain a calendar reflecting the regular responsibilities of the Board and the President to ensure the timely performance of their duties.

**The President's effectiveness will be determined by measuring the following:**

- A. Adherence to the Club's by-laws.
- B. Adherence to the Club's governance handbook.
- C. Adherence to the Club's strategic plan.
- D. Productive decision-making of the Board of Directors.

## **Treasurer**

### **Description and Responsibilities**

**Responsible to:** As members of the Board of Directors, the Treasurer is responsible to the Club's membership.

**Supervisory Authority:** The Treasurer shall have no supervisory authority or responsibility that is not specifically delegated to him or her by the Board of Directors

**Limits of Authority:** The Treasurer shall have no autonomous authority that is not specifically delegated to him or her by the Board of Directors.

The Treasurer may not represent the Club in any matters, unless specifically authorized by the Board of Directors. . However, the Treasurer will generally represent the Board of Directors in communicating the Club's financial position and activities to the membership.

**Terms:** One year and may succeed themselves twice for a maximum of three (3) consecutive years as Treasurer.

**Requirements for Selection:** Must be elected by the membership as a Director.

Must have a strong understanding of Standard Accounting Practices and be capable of reading and understanding the Club's financial statements.

**Selection:** The Board shall elect the Treasurer from their own ranks at the Annual Meeting of the Board of Directors, immediately following the Annual Meeting of the Club.

**General Responsibilities:** The Treasurer is expected to:

- A. Perform all of the responsibilities of a Director, as outlined herein.
- B. Serve as a member of the Club's Finance Committee and Audit Committee.
- C. Review the Club's monthly financial statements, discuss with the General Manager variances from budget or unusual entries, and report their findings to the Board of Directors at their monthly meetings.
- D. Monitor the Club's accounts receivable procedures and results and when necessary make recommendations to the Board of Directors regarding members' delinquency.
- E. Review the Club's annual audit with the auditors, paying particular attention to their notes and recommendations.
- F. Review the Club's budgets and budgeting procedures to ensure they are consistent with the Club's mission and strategic plan, bringing any inconsistencies to the attention of the Board of Directors.

## **Secretary Description and Responsibilities**

**Responsible to:** As a Member of the Board of Directors, the Secretary is responsible to the Club's membership

**Supervisory Authority:** The Secretary shall have no supervisory authority or responsibility that is not specifically delegated to him or her by the Board of Directors

**Limits of Authority:** The Secretary shall have no autonomous authority that is not specifically delegated to him or her by the Board of Directors.

The Secretary may not represent the Club in any matters, unless specifically authorized by the Board of Directors. However, the Secretary might be asked to represent the Club in Communications from the Board or the Club.

**Terms:** One year and may succeed themselves twice for a maximum of three (3) consecutive years as Secretary.

**Requirements for Selection:** Must be elected by the membership as a Director.

**Selection:** The Board shall elect the Secretary from their own ranks at the Annual Meeting of the Board of Directors, immediately following the Annual Meeting of the Club.

**General Responsibilities:** The Secretary is expected to:

1. Perform all of the responsibilities of a Director, as outlined herein.
2. Ensure that the Club's governance history is properly documented and preserved: the Club's bylaws and the minutes of Board of Directors meetings and of the Club's annual meetings are legal documents that must be properly filed and protected.
3. Ensure that amendments to the Club's rules, by-law, governance handbook and other Club documents are properly recorded and the documents are revised and distributed.
4. Ensure that the procedures for the notice of the Club's annual meetings and the Board's meetings are followed in accordance with the by-laws and the governance handbook.
5. Post and distribute the names of membership candidates in accordance with the Club's by-laws.
6. Ensure that the drafted minutes of the Board's meetings are distributed to the Board of Directors and the General Manager within seven (7) days following the meeting.

## **Director Description and Responsibilities**

**Responsible to:** Club's Membership

**Supervisory Authority:** An individual Director shall have no supervisory authority or responsibility that is not specifically delegated to him or her by the Board of Directors

**Limits of Authority:** An individual Director shall have no autonomous authority that is not specifically delegated to him or her by the Board of Directors.

An individual Director may not represent the Club in any matters, unless specifically authorized by the Board of Directors.

Directors may vote on any issue that is brought before the Board of Directors or on any issue that is brought before a committee of which they are members. Directors may not vote on issues brought before committees of which they are not members.

**Terms:** Each Director is elected to a three-year term and may serve consecutive terms up to a maximum of six (6) consecutive years.

**Requirements for Selection:** Each Director must be a Resident Golf or Resident Social Member in good standing.

All Directors must sign the Club's Governance Handbook Receipt and Agreement.

**Selection Procedures:** The term ending dates for the Directors shall be staggered such that two (2) or three (3) members shall be elected to the Board of Directors each year at the annual meeting of the Club. See the section titled Nominating Committee Description, Role and Responsibilities for additional details.

### **Directors' Legal Obligations to the Club:**

- A. **Duty of Care:** A Director must (1) practice informed decision-making by reading materials and reports that relate to the agenda items, asking questions and devoting appropriate time for deliberation; (2) participate in decisions; and (3) do so in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.
- B. **Duty of Loyalty:** A Director must exercise their powers in the interest of the whole Club not in their own interest or the interest of a third person; this may be a conflict of interest. A conflict of interest may occur when a Director is influenced in his or her decision-making by personal, business, financial or other factors not solely related to the Club's best interests.
- C. **Duty of Compliance:** A Director must act to carry out the purposes of the Club in compliance with local, State and Federal laws, rules and regulations and consistent with the direction provided by the membership as documented in the Club's Articles of Incorporation, Bylaws and other strategic plans, documents and rules approved by the membership.
- D. **Confidentiality:** A Director must not disclose information about the Board's or the Club's legitimate activities unless they are already known by the public or are of public record.

**General Responsibilities:** Directors are individually responsible to work towards achieving the groups goals and meeting the groups responsibilities

Please refer to the section titled: Board of Directors Description and Responsibilities for an understanding of the collective responsibilities of the Board of Directors.

**Specific Responsibilities:** Directors are expected to:

- A. Attend all meetings of the Board and inform the President in advance of any meeting which they are unable to attend.
- B. Become completely familiar with the Club's By-laws, Rules, Governance Handbook, Mission and Strategic Plan.
- C. Read all of the information provided with the Board's meetings' agendas, in order to be informed and prepared to participate in decision-making at the Board's meetings.
- D. Seek in advance of the Board meeting any additional information you may feel you need in order to make informed decisions about the items on the Board's agenda.
- E. Encourage creative ideas from all Board members, listen with an open mind and be receptive to the ideas and thoughts of others.
- F. Respect and support all of the majority decisions of the Board.
- G. Participate in discussions, raise questions and offer ideas and suggestions for dealing with items under Board consideration.
- H. Share discussion time with other Directors and stick to the topic that is on the table.
- I. Vote on motions that are brought forward.
- J. Keep proprietary and sensitive information confidential.
- K. Bring to the attention of the Board any issues that may have a significant effect on the Club, the members or the employees, keeping in mind that only items that are on the agenda are subject to Board action at the current meeting.
- L. Represent all members unselfishly and as a representative of the whole membership, consider voting as they would vote. However, also consider the Club's future members: an issue that is very important to secure the Club's future, may be very unpopular with the Club's current membership.
- M. Refer complaints to the proper level on the chain of command.
- N. Inform the Board when a conflict of interest exists and insist that the conflicted party abstain from the pertinent vote(s).
- O. Work continuously to improve participation in the Club's governance.
- P. Limit discussion at the Board meetings to items that are on the agenda.
- Q. Carry out specific tasks assigned and take responsibilities seriously: devoting the time and energy necessary to ensure successful performance.
- R. Be familiar with and supportive of the roles of the other participants in the Club's governance.

Directors shall not:

- A. Criticize the Board, their decisions or other Directors, outside of the Board meetings.
- B. Discuss the confidential proceedings of the Board outside of the Board meetings.
- C. Use their position to obtain gains for their families, their supporters, their friends or themselves.
- D. Attempt to influence the conduct of Club personnel other than by directing concerns to the General Manager.
- E. Approach any issue the Board faces with a closed mind.
- F. Interfere with the duties or responsibilities or undermine the authority of any staff member.
- G. Speak for or on behalf of the Club unless specifically authorized to do so.

H. Monopolize discussions.

**Optimal Attributes:**

- A. Rational, prudent and practical.
- B. Listens well and accepts disagreement and criticism.
- C. Honors rules, regulations and procedures.
- D. Consistent and congruent.
- E. Respectful, empathetic and tolerant.
- F. Supports consensus.
- G. Open with praise, discrete with criticism.
- H. Willing and able to commit the time necessary to be effective and takes duties seriously.
- I. Able to stay focused on the big picture.

## **Committee of the Board Chairperson and Vice Chairperson Description and Responsibilities**

All references to the Committee of the Board Chairperson shall also pertain to the Vice Chairperson, unless noted otherwise.

**Responsible to:** The Club's Board of Directors.

**Supervisory Authority:** The Committee Chairperson shall have no supervisory authority or responsibility that is not specifically delegated to him or her by the Board of Directors.

**Limits of Authority:** The Committee Chairperson shall have no autonomous authority that is not specifically delegated to him or her by the Board of Directors.

The Committee Chairperson may not represent the Club in any matters, unless specifically authorized by the Board of Directors.

**Terms:** One year and may succeed themselves twice for a maximum of three (3) consecutive years as Chairperson. The Vice Chairperson's term is limited only by the term limits applicable to all committee members. These term limits may be waived by a 100% affirmative vote by the Board of Directors.

**Requirements for Selection:** Each Committee Chairperson must be a Resident Golf or Resident Social Member in good standing.

The Committee Chairperson must sign the Club's Governance Handbook Receipt and Agreement.

**Selection:** Appointed by the Board of Directors. The committee may recommend one or more candidates to the Board.

**General Responsibilities:** Committee Chairpersons shall preside over all meetings of their respective committee and ensure that the Committee and its members adhere to the tenets outlined in the Club's Governance Handbook and to proper parliamentary procedure.

The Vice Chairperson shall perform the duties of the Chairperson in the Chairperson's absence, but otherwise has no authority exceeding that of any other member of the committee.

**Specific Responsibilities:** The Committee Chairperson is expected to:

- A. Perform all of the responsibilities of a Committee Member as outlined herein.
- B. Develop the agendas for each meeting in collaboration with the respective department director or staff liaison, the General Manager and the Board of Directors' Liaison.
- C. Distribute a meeting notice to all Committee members outlining the time, date, place, and agenda for upcoming meetings. This notice should also include information pertinent to agenda items. This notice should be distributed at least one week in advance of the meeting; this will give Committee members an opportunity to give thought before the meeting to the issues under consideration.
- D. Coordinate joint meetings with other Committees when necessary.

- E. Follow the meeting guidelines contained herein.
- F. Attend the Board of Directors Meeting only when the Committee is recommending a change in policy or other action or when the Board has requested a report (if the Chairperson is not a Director or Officer). Action will only be taken on items upon which the Board has received all pertinent information sufficiently in advance of their meeting.
- G. Maintain a list of Committee members and when their terms began, in order to monitor and adhere to term limits.
- H. Maintain a calendar of activities for their respective committee that reflects the committee's obligations.
- I. Preside over committee meetings, following the meeting guidelines contained herein.
- J. Ensure that the Board has all the necessary information to make decisions on committee recommendations. Action will only be taken on items upon which the Board has received all pertinent information sufficiently in advance of their meeting.
- K. Vote on recommendations under committee consideration: the Chairperson has only one vote with no more weight than any other member.
- L. Ensure that Minutes are produced for each meeting.
- M. Delegate responsibilities to Committee members, documenting in the minutes to whom responsibilities were delegated and when they are to report back to the Committee.
- N. Keep other committees and individuals with a legitimate interest informed of your Committee's activities.
- O. Be familiar with and supportive of the roles of the other participants in the Clubs governance.

## **Board Liaison to Committees of the Board Description and Responsibilities**

**Responsible to:** The Board of Directors.

**Supervisory Authority:** The Board Liaison shall have no supervisory authority or responsibility that is not specifically delegated to him or her by the Board of Directors.

**Limits of Authority:** The Board Liaison shall have no autonomous authority that is not specifically delegated to him or her by the Board of Directors.

The Board Liaison may not represent the Club in any matter, unless specifically authorized by the Board of Directors.

**Terms:** One year. The number of consecutive terms the Board Liaison may serve is limited only by the term limits applicable to all Directors.

**Requirements for Selection:** Each Board Liaison must be a current member of the Board of Directors.

**Selection:** Appointed by the Board of Directors.

**General Responsibilities:** Board Liaisons are appointed to a committee when the Chairperson of that committee is not a Director. They are to assist the Chairperson by providing the Committee with the Board's broader perspective on the Club's Mission, goals, policies and operations and to help keep the Committee focused on the tasks assigned to them by the Board. The Board Liaison will also be able to provide the Board with information concerning the processes the committee employed in coming to a decision.

**Specific Responsibilities:** The Board liaison is expected to:

- A. Attend all meetings of the committee.
- B. Provide guidance and answer questions regarding policies, procedures and governance.
- C. Participate in discussions, raise questions, offer ideas and suggestions for dealing with items under committee consideration.
- D. Vote on recommendations under committee consideration: the Board of Directors Liaison has one vote with no more weight than any other member.
- E. Be familiar with and supportive of the roles of the other participants in the Clubs governance.
- F. Encourage creative ideas from all committee members, listen with an open mind and be receptive to the ideas and thoughts of others.
- G. Support all of the decisions of the committee.

## **Committee of the Board (COTB) Member Description and Responsibilities**

**Responsible to:** The Board of Directors

**Supervisory Authority:** COTB members shall have no supervisory authority or responsibility that is not specifically delegated to them by the Board of Directors

**Limits of Authority:** COTB members shall have no autonomous authority that is not specifically delegated to them by the Board of Directors.

COTB members may not represent the Club in any matters, unless specifically authorized by the Board of Directors.

**Selection:** The Board of Directors appoints all members of COTB. The committees may make recommendations to the Board.

**Requirements for Selection:** Must be a Club member in good standing

**Terms:** Each COTB member shall be appointed for a three-year term and may serve up to a maximum of 6 consecutive years. This term limit may be extended for any individual committee member by a two-thirds (2/3) affirmative vote of the Board of Directors: such extension must be voted on annually if it is to be extended further.

### **Committee of the Board Member's Legal Obligations to the Club:**

- A. **Duty of Care:** A committee member must (1) practice informed decision-making by reading materials and reports that relate to the agenda items, asking questions and devoting appropriate time for deliberation; (2) participate in decisions; and (3) do so in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.
- B. **Duty of Loyalty:** A committee member must exercise their powers in the interest of the whole Club not in their own interest or the interest of a third person; this may be a conflict of interest. A conflict of interest may occur when a committee member is influenced in his or her decision-making by personal, business, financial or other factors not solely related to the Club's best interests.
- C. **Duty of Compliance:** A committee member must act to carry out the purposes of the Club in compliance with local, State and Federal laws, rules and regulations and consistent with the direction provided by the membership as documented in the Club's Articles of Incorporation, Bylaws and other strategic plans, documents and rules approved by the membership.
- D. **Confidentiality:** A committee member must not disclose information about the committee's or the Club's legitimate activities unless they are already known by the public or are of public record.

**General Responsibilities:** COTB assist the Board of Directors in performing the Board's duties by focusing their time and energy on a specific aspect of the Club or the Board's responsibilities. Generally, they review and evaluate the Club's policies & practices specific to their area of concern to measure their effectiveness in addressing the Club's needs. Individual Committee Members assist

the Committee Chairperson in meeting the goals and performing the responsibilities of the Committee.

**Specific Responsibilities:**

- A. Attend all meetings of the committee of which they are a member.
- B. Become completely familiar with the Club's By-laws, Rules, Governance Handbook, Mission and Strategic Plan.
- C. Read all of the information provided with the committee's meetings' agendas, in order to be informed and prepared.
- D. Encourage creative ideas from all committee members, listen with an open mind and be receptive to the ideas and thoughts of others.
- E. Respect and support all of the majority decisions of the committee.
- F. Participate in discussions, raise questions and offer ideas and suggestions for dealing with items under committee consideration.
- G. Share discussion time with other committee members and stick to the topic.
- H. Keep confidential and sensitive information confidential.
- I. Bring to the attention of the committee or the Board any issues that may have a significant effect on the Club, the members or the employees.
- J. Represent all members unselfishly and as a representative of the whole membership, consider voting as they would vote. However, also consider the Club's future members: an issue that is very important to secure the Club's future, may be very unpopular with the Club's current membership.
- K. Refer complaints to the proper level on the chain of command.
- L. Inform the committee when a conflict of interest exists and insist that the conflicted party abstain from the pertinent vote(s).
- M. Work continuously to improve participation in the Club's governance.
- N. Limit discussion at the committee meetings to items that are on the agenda.
- O. Carry out specific tasks assigned and take responsibilities seriously: devoting the time and energy necessary to ensure successful performance.
- P. Be familiar with and supportive of the roles of the other participants in the Clubs governance.

Committee Members shall not:

- A. Criticize the committee, the Board, their decisions or other committee members, outside of the committee meetings.
- B. Discuss the confidential proceedings of the committee, outside of the committee meetings.
- C. Use their position to obtain gains for their families, their supporters, their friends or themselves.
- D. Approach any issue the committee faces with a closed mind.
- E. Interfere with the duties or responsibilities or undermine the authority of any staff member.
- F. Speak for or on behalf of the Club unless specifically authorized to do so.
- G. Monopolize discussions.

**Optimal Attributes:**

- A. Rational, prudent and practical
- B. Listens well and accepts disagreement and criticism
- C. Honors rules, regulations and procedures
- D. Consistent and congruent
- E. Respectful, empathetic and tolerant
- F. Supports consensus

- G. Open with praise, discrete with criticism
- H. Willing and able to commit the time necessary to be effective and takes duties seriously
- I. Able to focus on the big picture

## **Staff Liaison to a Committee of the Board Description and Responsibilities**

**Responsible to:** General Manager

**Limits of Authority:** The staff liaison is not a voting member of the committee.

The staff liaison is a staff member with duties and responsibilities that exceed those described here. The duties and responsibilities described in this document are only those that relate to the Club's governance system and the role the staff liaison plays in it.

**Selection:** The General Manager shall appoint a staff liaison to each committee of the Board based on the needs of the committee and the skills and knowledge of the staff member.

**Term:** There is no term limit on the staff liaison.

**General Responsibilities:** Each Committee will be assigned a staff liaison (typically the respective department director) who shall help the committee and the committee chairperson perform their responsibilities.

**Specific Responsibilities:** The Staff Liaison is expected to:

- A. Provide guidance, facts and information regarding operations, industry norms, etc.
- B. Provide options for policy changes.
- C. Listen and respond appropriately to suggestions, concerns, and complaints. Respect all opinions.
- D. Assist the Chairperson in distributing the agenda and any related materials to the Committee members on a timely basis
- E. Plan and conduct orientations for new Committee members.
- F. Attend all regularly scheduled meetings.
- G. Read all materials and the agenda in advance of the meeting.
- H. Participate in discussions, raise questions and offer ideas and suggestions for dealing with items under Committee consideration.
- I. Be familiar with and sympathetic towards the role of the Committee Chairperson, the Board Liaison, Committee Members and the Committee.
- J. Encourage creative ideas from all committee members, listen with an open mind and be receptive to the ideas and thoughts of others.
- K. Share discussion time with other committee members and stick to the topic.
- L. Adhere to the agenda

## **General Manager Description and Responsibilities**

**Responsible to:** The Club's Board of Directors

**Limits of Authority:** The General Manager has the authority to work within the approved budgets and to execute contracts that do not exceed \$10,000 or 1 year.

The General Manager may form, direct and dissolve ad hoc committees as he/she feels is in the best interest of the Club.

The General Manager may not vote at Board, Membership or Committee of the Board meetings.

**Supervises:** The General Manager directly supervises all of the department managers and indirectly supervises all of the Club's employees.

The GM also supervises the ad hoc committees that he/she forms.

### **General Manager's Legal Obligations to the Club:**

- A. **Duty of Care:** The General Manager must be completely familiar with the Club's finances and operations, participate in the Club's governances and do so in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.
- B. **Duty of Loyalty:** The General Manager must exercise their powers in the interest of the whole Club not in their own interest or the interest of a third person; this may be a conflict of interest. A conflict of interest may occur when the GM is influenced in his or her decision-making by personal, business, financial or other factors not solely related to the Club's best interests.
- C. **Duty of Compliance:** The General Manager must act to carry out the purposes of the Club in compliance with local, State and Federal laws, rules and regulations and consistent with the direction provided by the membership as documented in the Club's Articles of Incorporation, Bylaws and other strategic plans, documents and rules approved by the membership.
- D. **Confidentiality:** The General Manager must not disclose information about the Board's or the Club's legitimate activities unless they are already known by the public or are of public record.

**General Responsibilities:** The General Manager is a staff member with duties and responsibilities that exceed those described here. The duties and responsibilities described in this document are primarily those that relate to the Club's governance system and the role the General Manager plays in it. This description does not supplant the GM's employment agreement or job description and is intended to provide other governance participants an understanding of the GM's role.

The General Manager (GM) has complete responsibility for Club's operations. He/she will implement the policies established by the Board of Directors. All department managers will report to the GM who will, in concert with those department managers, develop the procedures necessary to implement the Board's policies and the Club's strategic direction.

The GM will form and direct ad hoc committees of members and/or employees to provide input regarding specific issues as identified by the GM.

The GM will be held accountable for all areas of the Club and will ensure effective coordination of all Club activities. He/she will prepare reports as may be requested by the Board and will report regularly on the effectiveness of the Club's policies, operations and programs.

Through excellent interpersonal skills and communication, he/she will manage all aspects of the Club including its activities and the relationships among the Board of Directors, members, guests, employees, and community to ensure optimal member satisfaction and Club viability.

**Specific Responsibilities:** The General Manager is expected to:

- A. Provide guidance, facts and information regarding operations, industry norms, etc. to the Board of Directors and its committees.
- B. Listen and respond appropriately to suggestions, concerns, and complaints. Respect all opinions.
- C. Assist the department managers, committee chairpersons and the President in developing and distributing the agendas and any related materials to the committee members and Board members on a timely basis
- D. Plan and conduct orientations for new committee and Board members.
- E. Attend all meetings of the Board of Directors, except when the Board is in executive session for the purpose of performing the General Manager's performance evaluation.
- F. Participate in discussions, raise questions and offer ideas and suggestions for dealing with items under committee and Board consideration.
- G. Be familiar with and respectful of the roles of all individuals who participate in the Club's governance.
- H. Encourage creative ideas from all committee and Board members, listen with an open mind and be receptive to the ideas and thoughts of others.
- I. Share discussion time with committee and Board members and stick to the topic.
- J. Respect and support the majority decisions of the committee and the Board.
- K. Implement the policies that are established by the Board of Directors; directing their administration and execution.
- L. Develop, maintain and administer a sound organizational plan and budget, which delivers the required services to the membership based on policies set by the Board and the Club's strategic plan..
- M. Establish human resources policies that are consistent throughout the club; monitor these policies for compliance and provide measurable standards for performance management.
- N. Ensure the development of operating and capital budgets following the Club's budget cycle.
- O. Set and maintain high standards for all facilities, services and communications.
- P. Coordinate and edit all membership communications and oversee the club website.
- Q. Develop and implement effective strategies for achieving the goals established by the Board of Directors and the strategic plan.
- R. Provide consistency of operating systems and standards throughout the club facilities and activities.
- S. Establish and monitor compliance with purchasing policies and procedures.
- T. Oversee the care and maintenance of all the Club's physical assets and facilities.
- U. Analyze financial statements, manage cash flow and establish controls to safeguard funds.
- V. Review income and costs relative to goals and take corrective action as necessary.
- W. Work with department managers to schedule, supervise, and direct the work of all employees.
- X. Participate in professional associations and other outside activities that are judged to be appropriate and approved by the Board of Directors.

## Ad Hoc Committees Description and Responsibilities

**May include but not limited to:** Golf, Grounds, Green, Tennis, Aquatics, Fitness, Entertainment, House, Menu, Wine, Tournament, Social, Decorating, Children's Activities, Juniors etc.

**Responsible to:** The General Manager or the group that forms them, e.g., the Board of Directors. This description assumes the committees were formed by the GM.

**Supervisory Authority:** Ad hoc committees shall have no supervisory authority or responsibility that is not specifically delegated to them by the General Manager or the Board of Directors.

**Limits of Authority:** Ad hoc committees shall have no autonomous authority that is not specifically delegated to them by the General Manager or the Board of Directors.

Ad hoc committees may not represent the Club in any matters, unless specifically authorized by the General Manager or the Board of Directors.

**Composition:** The size of ad hoc committees will vary depending on the needs, but will generally be between three (3) and eleven (11) members.

Any Club Director may attend any committee meeting; however they may only vote on motions made at the committee level if he or she is a member of that committee.

**Selection:** The General Manager shall fill all positions on all ad hoc committees that he/she forms, attempting to provide for balanced representation of the contingents the committee will serve.

**Requirements for Selection:** Must be a Club member in good standing or a dependent of a member in good standing .

**Terms:** The terms for ad hoc committee members will be determined by the General Manager at the time the committee is formed and can be adjusted at any time by the GM to fit the needs of the committee.

**Vacancies:** The General Manager has authority to fill all vacancies on ad hoc committee that he/she forms.

**Attendance and Removal:** The General Manager has the authority to excuse any member of any ad hoc committee that he/she forms.

**Minutes and Reporting Requirements:** Minutes, which accurately reflect the content of the meeting, shall be produced for each meeting and be available to the General Manager within 7 days of the committee's meeting. Included in the minutes will be a list of attendees and any motions and votes that are being presented to the General Manager for consideration. It is not necessary to document discussions that do not result in a motion, but at times might be desirable.

**Meetings:** Ad hoc committees will meet as frequently as is necessary to serve the committee's purpose effectively.

**Quorum:** At least 51% of the committee's current members must be present for the committee to make motions and vote upon them.

**General Responsibilities:** Ad hoc committees are formed for a specific purpose and for a specific time period as identified by the General Manager.

**Specific Responsibilities:** The General Manager shall establish and communicate the specific responsibilities to each ad hoc committee, depending on the GM's needs and the Club's goals.

The following are examples of purposes for which the General Manager might form an ad hoc committee:

- A. Tournament Committee to help identify the most desirable format for an upcoming golf or tennis tournament, or to provide input on the tournament schedule for the upcoming season.
- B. Entertainment Committee to make recommendations on the entertainment for an upcoming dinner/dance.
- C. Social Committee to make recommendations regarding social events members would enjoy and support.
- D. Decorating committee to help select and execute holiday decorations for an upcoming event or season.
- E. Green Committee to provide input regarding playing standards on the golf course.
- F. Aquatics Committee to provide input regarding the aquatic activities members would appreciate and support.
- G. Wine Committee to provide input on the wines members would prefer on the wine list.

**Activity / Decision Chart of Responsibilities**

<b>Activity / Decision</b>	<b>Board of Directors</b>	<b>General Manager</b>
Club Mission	Develops and communicates	Provides input
Long term goals	Develops and communicates	Provides input
Strategies for goal achievement	Approves and monitors	Develops, implements and monitors
Expansions	Develops consistent with mission and goals	Provides input and implements
Operational Budgets	Approves and monitors	Develops, implements and monitors
Capital Expenditure Budgets	Approves and monitors	Develops, implements and monitors
Performance Evaluations	Performs for GM, Committees and Board of Directors	Performs for all Club employees
Supervises and counsels	General Manager and Committees	All Club employees
Personnel Policies	Approves and monitors	Recommends and implements
Employee Grievances	Approves policy and is final in-club authority	Recommends policy and is final step before Board
Department Managers' and Professionals' Compensation	No role	Establishes within approved budget
General Manager Compensation	Establishes	Provided input and information
Hiring and Terminations	General Manager only	All Club employees
Club Rules	Approves and enforces	Recommends, implements and reminds
Day-to-day operations	No involvement	Full responsibility
Dues and membership fees	Develops consistent with mission and goals	Provides input and implements
Product and service pricing	Establishes the operational budget and policies	Establishes prices, consistent with budget and policies
New Member acceptance	Full responsibility	No role
New Member matriculation and enrollment	Establishes policies and procedures	Implements policies and procedures
Menu development	No role	Full responsibility
Club Policies	Establishes and monitors	Provides input and implements
Operational Policies	Oversees	Develops, implements and monitors
Collections	Approves policies and is final in-club authority	Provides input on policy and is final step before Board
Golf Course layout	Establishes policies and standards	Provides input on policies and standards, implements

## Meeting Guidelines

### Setting the meeting date and time:

The group should seek consensus on a standardized date and time, e.g., the third Thursday of each month at 5:00 p.m.

### Location:

Meetings should be held in private spaces, not member common areas, such as dining rooms, bars or lounges. Certain discussions being held at the meetings might be confidential or controversial and should not take place where they could be overheard by members or employees.

### Developing the Agenda:

- A. The chairperson (President in the case of the Board) is responsible for developing the agenda, taking input from the committee (Board) members, the staff liaison, the board liaison and the GM.
- B. The agenda shall focus on the responsibilities that are specific to the group, should be somewhat standardized and for regular meetings should allow the meeting to end within 2 hours.
- C. Regular reports from committees, subcommittees or the GM should be submitted in writing in advance of the meetings. It is not suggested that reports be presented orally at the meetings, as this is redundant. However, the chairperson or President may choose to have oral reports placed on the agenda for a specific purpose. Reports are necessary when action is required on a particular item.
- D. Group members may suggest items for inclusion on the agenda.

### Distributing the Agenda:

The chairperson, with assistance from the staff liaison, should distribute the agenda and materials that are related to the agenda items, to all committee members at least 1 week in advance of the meeting. This will allow each committee member to read and think about the agenda items before the meeting.

### Chairing the Meeting

- A. Start the meeting on time, showing respect for those who have arrived on time.
- B. Keep to the agenda. Other discussions, if any, should be held after adjournment. Other committee business can be placed on the agenda for the next meeting.
- C. Stay focused and don't allow operational complaints, non-agenda items or issues not the purview of the group to interfere with the agenda. Items that are brought to the group for action without proper notice do not allow the group to consider all the facets and potential consequences of the issue.
- D. Encourage creative ideas from all members by providing positive response for ideas.
- E. Get specific commitments from the group members, i.e., who will do what, when.
- F. Ensure that decisions are based on what is best for the Club and the majority of members, not the vocal minority.
- G. Do not permit any member of the group to monopolize the discussion, including you.

### Minutes

The chairperson should assign a member of the group to take minutes.

Minutes, which accurately reflect the content of the meeting, shall be produced for each meeting. Included in the minutes will be a list of attendees, a list of those who have been granted excused absences, any motions and votes and a list of commitments made by the group or individual members: who, what and when. It is not necessary to document discussions that do not result in a motion. Provide the minutes to the General Manager for distribution to the Board.

### **Motions, discussions and decisions**

Consensual decision-making is excellent for solving problems because it encourages open-mindedness, compromise and collaboration. However, when a governing group must make a decision that will affect the Club, the chairperson should insist on a majority vote, otherwise ambiguity and misunderstandings may result. Outlined below is a brief description of the proper parliamentary procedures that must be followed for the decision to be valid. This list is by no means exhaustive, but will serve the purpose for most Club business.

- A Any Board Member may make a motion for a particular point or issue.  
“I move that the Club’s rules be changed to state....”
- B The Chairperson should call for a motion when an issue is raised.  
“Would someone like to make a motion?”
- C The motion on the table must be seconded for discussion to take place. If there is no second, the motion is dead.  
“I second the motion.”
- D Motions can be amended by: Inserting, adding, striking out, or substituting words.  
“Mr. Chairman, I move to amend the motion by...”
- E A motion can have only two amendments and the secondary amendment must apply to the primary amendment.  
“Mr. Chairman, I move to amend the motion’s amendment by...”
- F The amendments must be seconded, discussed and voted upon before the primary motion.
- G The Chairman should restate the motion (or the amendments or the motion and its approved amendments, depending on the case). Discussion comes after a “second” and before a vote.  
“We have a motion and a second to..., is there any discussion?”
- H Some rules for discussion:
- I Discussion must be confined to the pending motion.
  - a The member who made the motion may start the discussion.
  - b A member must be recognized by the chair in order to comment. (This rule is often relaxed, but should be enforced if needed to gain control.)
  - c No one should be allowed to speak a second time on a subject until everyone who wants to speak has done so.
  - d The maker of a motion may vote against it, but may not speak against it.
  - e The chair may sense when the group is through discussing and ask,  
“Are you ready for the question?” (Are you ready to vote?).
  - f Chair can limit discussion by a general consent,  
“If no one objects, we will limit discussion to five more minutes”. If there are objections, you need a 2/3 vote to limit the discussion.
- J The main motion on the table may be interrupted to postpone the motion indefinitely or until a specific meeting, this action is debatable before it is voted upon: to table the motion, this action is not debatable before it is voted upon: or to refer the motion to a committee, this action is debatable before it is voted upon.
- K A motion that is postponed indefinitely is dead until at least the next meeting.

- L A motion can be taken “from the table” during the same meeting if another piece of business intervenes.
- M If a motion remains tabled after the next meeting, the motion is dead.
- N A motion to recess the meeting for a specific amount of time is not debatable and is a good way to cool a heavy debate or to caucus to decide your next move.
- O A motion to reconsider a matter can only be presented by someone who voted the prevailing side.
- P The chair should always announce the results of a vote and the effect of the decision, “The ayes have it. The rules shall be changed to read...”
- Q A motion to adjourn the meeting may be made at any time and takes precedent over any motions on the table.

### **Report to the Board**

Committee chairpersons who are not Directors are to attend the Board of Directors Meeting **only** when the Committee is recommending a change in policy or other action. Action will only be taken on items upon which the Board has received all pertinent information sufficiently in advance of their meeting to give the issue proper consideration.

### **General**

- A. The chairperson has only one vote with no more weight than any other member.
- B. Keep other committees and individuals with a legitimate interest informed of your committee’s activities.
- C. Encourage creative ideas from all group members, listen with an open mind and be receptive to the ideas and thoughts of others.
- D. Support the decisions of the group, even those you opposed.
- E. The Board of Directors should enter into executive session (excusing the GM) only when necessary to discuss the GM’s evaluation and then the discussion should only involve clear and measurable criteria that was previously communicated.
- F. The chairman (President) should remind members of the group if a pending matter is to be kept confidential.
- G. Do not expect unanimous votes and do not be disappointed when votes are not unanimous. The fact that Board Members do not agree on every issue may simply indicate that the Board is appropriately comprised of members representing the Club’s various contingents and that the Board is dealing with difficult issues for which there are no clear and easy answers.

## Communication

The Club's membership must have trust in the Board of Directors in order for the Board to be effective. Trust is built on full and timely communication. Club members have a right to know:

- A. How the Club operates.
- B. Who to go to with complaints, suggestions, requests and compliments.
- C. Who has what responsibilities.
- D. What they can expect from the Club.
- E. What they can expect from their Club's leadership.
- F. What is expected of them.
- G. What the Club's mission and goals are.
- H. What decisions the Board has made.
- I. What is the condition of the Club's finances.

Providing this information is a continuous responsibility and should be done using a variety of tools, including:

- A. Regular articles in the Club's newsletter from the President, the General Manager and at times from the department managers and professionals.
- B. Quarterly update letters from the President.
- C. Quarterly financial reports from the Treasurer.
- D. Prompt posting of approved Board meeting minutes in multiple visible locations.
- E. Posted lists of all committee and Board members.
- F. Listing rules reminders and changes in the Club's newsletter.
- G. Frequent reminders to the Members of what information is available to them, i.e., full financial statements, minutes from past Board meetings, copies of rules, By-laws, strategic plan, the Governance Handbook, etc.

Discussions concerning issues that the Board is or will be dealing with, should take place in Board meetings, after a motion and a second. Because the Club is such an integral part of each member's lifestyle, it is impractical to demand that Directors not discuss any of these issues outside of Board meetings. However, there are several rules that the Directors, and for that matter, committee members should follow:

- A. While the Board should have nothing to hide, be careful what you say. Discussing a pending matter outside of the meetings can cause the matter to come out incomplete or misunderstood and be spread as a rumor. This can have many unintended and unpleasant consequences.
- B. Governance participants must not disclose information about a committee's, the Board's or the Club's legitimate activities unless they are already known by the public or are of public record.
- C. Do not take sides. A Director (or committee member) should never commit their vote prior to discussion at the Board (or committee) meeting. Doing so causes the Director to enter the meeting with a closed mind, a deadly attribute for a Director of any organization. If asked what their opinion is of an issue, the Director should state that they would like to hear all of the discussion at the Board meeting before they make their decision.
- D. Use your discussions with members to examine their opinions and to seek compromise or creative solutions. Discussions with other Directors outside of the meeting should be used for the same purpose. The use of email for these discussions can be very dangerous: email is not secure, there is a tendency to say things in an email that you would not say to one's face and body language often contributes heavily to the type of comments that one might make in casual

conversation: the words alone might be misunderstood. In general, it is best to save your discussion for the meetings.

- E. Members look to Directors for information and leadership: be informed and positive (the club has enough complainers, it needs more cheerleaders). However, don't be shy to tell a member that you do not know the answer to their question: you cannot be expected to know everything about the Club. Either assure them that you can get them an answer or refer them to the staff member who can give it to them.
- F. Never speak against a decision outside of a Board (or committee) meeting. Doing so weakens the Board and undermines the decision. It may make you feel better around those who disagree with the decision, but in the long run it will weaken the rapport you have with the rest of the Board and harm the positions you take in the future. If you are so adamantly opposed to a particular decision that you are willing to speak against the majority, you should resign from the Board (or committee).
- G. You are not the complaint department. If you receive complaints regarding the club you can tell the member that complaints regarding club policy or about the General Manager can go in writing to the Board over the member's signature. Complaints or questions regarding the Club's operations can go to the GM. The Board and committees do not get involved in the daily operations they are concerned with policy, strategy and the GM's performance. However, if the member feels that their suggestion, complaint or request has not been addressed satisfactorily, they should provide the details in writing to the General Manager, the appropriate committee or to the Board of Directors over their signature. The Board will address the issue and respond to the member.
- H. Members should be encouraged to submit their comments, suggestions, complaints or compliments to the Board in writing over their signature because doing so will allow the entire Board to receive the communication in the member's own words, not paraphrased. The member's signature allows the Board to confirm that the communication is from a member and allows the Board to contact the member for clarification if it is necessary.

#### In Meetings:

- A. Keep your contributions short and to the point.
- B. If your remarks must be lengthy, summarize them at the end
- C. Speak clearly.
- D. Don't engage in side conversations.
- E. If side conversations are taking place when you wish to speak, wait until you have everybody's attention.
- F. Be assertive but not aggressive. Remember that the members who disagree with you are just as sincere about their view.
- G. Ask questions to make certain you understand the opposing view.
- H. If your vote is not on the "prevailing side" don't be mad or sorry you dissented. The goal is for the group to make the best decisions they can, not for you to win or lose.
- I. If your vote is on the "prevailing side", don't gloat: there are many votes in front of you and it will not serve you well to alienate others in the group.

## **Changes to the Governance Handbook**

Portions of this Handbook are excerpts from the Club's Bylaws, *shown in italics*. Procedures for making changes to the Club's Bylaws are outlined in the Club's Bylaws.

The remainder of this handbook may be altered, amended or repealed at a properly called meeting of the Board of Directors, by a two-thirds (2/3) vote of all of the Board of Directors, notice of the proposed changes having been stated in the call for the meeting.