

FALSE CREEK YACHT CLUB

BOARD OF DIRECTORS MANUAL

This is a living document, to be updated to reflect new best practices and changes in the Club. Any items shown in red are slated for further attention.

Adopted 2019-10-16

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How the Board Works

Duty to Serve

All directors serve in the interest of the Club. To perform your duty, you must take reasonable steps to ensure that you are well informed. You must listen to the perspectives of other directors. You must consult with members as necessary. You must act for the benefit of the Club and not for personal gain. Please review the policy on Conflicts of Interest and Commitment.

Board Meetings

The Board meets monthly except in July and August. The Secretary conducts a Doodle poll to find dates that are convenient for all directors. Meetings begin at 18h00 and are rarely expected to exceed ninety minutes.

Ad hoc meetings can be called by the Commodore or any two directors.

Quorum is a majority of the Board (normally five).

Agenda Items

The Secretary will call for agenda items a week before the meeting. A specific list of topic areas will be provided and you are asked to address those in your area of responsibility. Examples of listed items include “Security” and “Maintenance.” These topic areas are designed to organize the agenda on specific tasks instead of Directors’ roles. For each item assigned to you, provide a succinct update or state that “There are no further developments at this time.”

Since most agenda items appear in the minutes without substantial changes, and since the minutes are legal records that represent the collective position of the Board, use appropriate language. In particular, avoid personal comments and evaluative terms. Also write complete sentences—do not use

point form. Provide first and last names. The Secretary will edit agenda items to ensure that the text is appropriate for the minutes.

Whenever you are recommending that an action be taken, write a motion. For example, write “The Board approves the purchase for three new kayaks with a total expenditure not to exceed \$1000.” The Secretary might reword.

Consent and Discussion Agendas

Each agenda is divided into two parts. The first part is the Consent Agenda (Section 2) and the rest is the Discussion Agenda (Sections 3 and 4). The Consent Agenda is not discussed. The whole Consent Agenda, including any motions, is adopted when the agenda is adopted. Only the Discussion Agenda is discussed.

Typically, no more than four or five items are on the Discussion Agenda.

Consent Agenda items include reports of routine business, action items, and expenditures. For example, a report on dock facilities might include an update of research done on new barbecues, costs, and the rationale for wanting a replacement, plus your request, phrased as “The Board approves an expenditure of \$200 for a new barbecue.”

Discussion Agenda items will normally include correspondence from members, disciplinary items, and any projects or initiatives that require a discussion among Board members before a decision. Discussion items are usually listed just by title, without text (e.g. “Sustainability Policy”), but a short paragraph of background can guide discussion. Discussion items should lead to motions.

The Secretary will assume all items are Consent Agenda items unless you clearly indicate otherwise.

No reports are presented verbally. Any information you need to convey should be in the Consent Agenda. The Discussion Agenda is not for reports, though it can be helpful to begin a discussion with background on the action that needs to be taken.

Attachments

Attachments to the agenda are welcome so long as each relates to an agenda item. Send them to the Secretary. They are not included in the minutes.

Reviewing the Agenda Before the Meeting

The Consent Agenda is not discussed, yet you are approving it. Therefore, you have fiduciary duty to read it carefully before the meeting. You cannot ask questions or raise concerns about Consent Agenda items at the meeting.

Upon reviewing the agenda, you might have questions or suggestions about a Consent Agenda item. Email the Director responsible, copying the Secretary.

You might also conclude that a Consent Agenda item needs discussing. The threshold is this: you believe that the Board would be making a mistake to proceed to an action without discussion. In this case, you have two options. One is to invite discussion via email in advance of the meeting. The Secretary will capture the discussion for the minutes. Alternatively, email the Commodore and the Secretary to request that the item be moved to the Discussion Agenda. In extreme cases, an item can be moved off the Consent Agenda at the beginning of the meeting.

Asana

During the meeting, to do items are posted to Asana, our task management application.

Minutes

After the meeting, the Secretary will circulate draft minutes. Please read the draft right away and send corrections to the Secretary. Please also use the minutes to confirm to do items in your area of responsibility.

Email Discussions

Decisions of the Board may be taken by email. This is encouraged for anything that requires discussion without a face-to-face meeting. It is also done off-season when urgent action is needed. As the Board does not meet during the boating season, the Secretary will ask for monthly updates on areas of responsibility and will arrange email discussions and votes on any matters that need deciding. Decisions are recorded in the consent agenda for the next Board meeting.

Focussed email discussion of issues can also be productive in preparing for a Board meeting, but care must be taken to retain the focus.

A great deal of Club business is conducted by email. Copy the Commodore and Vice Commodore. Copy the Secretary on any business that should be part of the records of the Club.

Calendar of Events

A calendar of Board and Club events is maintained on Asana and is included on the consent agenda for each Board Meeting. Events can be requested, dates held, then dates confirmed, before events are moved to the completed column. Update Asana as needed.

Responsibilities of the Board and Office

The Organizational Structure and Areas of Responsibility (below) contains information about who to contact about what. The web site includes a roster showing current directors and current committee membership.

Recurring Contact Information

General Manager <fcyc@fcyc.com> +1 604 682-3292

Please note that the office prefers email to phone calls.

Commodore <commodore@fcyc.com>

Vice Commodore <vicecommodore@fcyc.com>

Secretary <secretary@fcyc.com>

Treasurer <treasurer@fcyc.com>

RC House <house@fcyc.com>

RC Marina n/a

Fleet Captain <fleet@fcyc.com>

S p e n d i n g C o n t r o l s

The General Manager (or Club Manager) approves disbursements less than \$1000. The responsible Board member must also approve disbursements from \$1000 to less than \$2000. The General Manager (or Club Manager), responsible Board member, and an additional Board member must approve disbursements from \$2000 to less than \$3500. Disbursements of \$3500 or more require approval by resolution of the Board.

For disbursements requiring approval from one Board member, at least one advance quote is required. For disbursements requiring approval from two Board members, at least two quotes are required. For disbursements requiring approval from the full Board, at least three quotes are required.

For recurring or routine expenses greater than \$2000, the requirement for more than one quote applies in the first instance only and does not apply in subsequent instances provided that (1) the price has not increased by more than ten percent and (2) the vendor is providing an acceptable level of service.

(For example, RCM obtains three quotes for power washing in 2019 and Company PW is selected. In 2020 Company PW quotes the same amount. RCM was happy with their past service. RCM may contract with Company PW in 2020 without obtaining three quotes.)

	Approvals	Quotes
< \$1000	GM	
\$1000-200	GM and responsible Director	1
\$2000–	GM and two Directors	2
> \$3500	Board of Directors	3

Email Etiquette

Subject Lines

All subject lines should begin with one of the following four flags:

FYI	no action is necessary
For Action	the recipient has to perform a task
For Input	the recipient has to provide feedback
For Approval	the recipient has to decide a path forward

Format: “[Keyword]: [Topic], Deadline if applicable [Date]”

Example: FYI: Best Practices for Email Etiquette

Replying to Email

Remember these four best practices when replying:

1. don't respond to FYI emails
2. responses such as “OK” or “Thanks” should be avoided
3. don't reply-to-all unless there's information everyone needs in a reply
4. pause emails to a person who has an out-of-office response until they're back and able to respond.

Main Club Events

January/February	Boat Show Booth	Membership Director
April	New Member Day	Membership Director
April	Safety Day	RC Marina
May, first Saturday	Sail Past	Vice Commodore
		Social Director
May long weekend	Bowen Rendezvous	Fleet Captain
		Social Director
November, third Saturday	Commodore's Ball	Social Director
December, first Wednesday	AGM	Secretary

Evaluation of the Board of Directors

This will be implemented starting with the the 2019–20 Board.

The Board of Directors will conduct a self-evaluation no fewer than sixty days before the Club's AGM. The Vice Commodore is responsible for leading the evaluation process and facilitating a discussion of the evaluation at a meeting of the Board. As part of the evaluation, directors will be asked to evaluate the performance of the board and the Commodore, and to complete a self-evaluation of their own performance as Board members. The results of the evaluation will be provided to the Board in a report and discussed at a Board meeting prior to the AGM. A summary of the report, with remarks about individuals expunged, will be included on the agenda for the AGM, with a view to enabling the membership to assess the effectiveness of the Board as a whole.

Organizational Structure and Areas of Responsibility

Commodore: takes command of the Club, supervises the other officers in the execution of their duties, and preside at all meetings of the Club and of the Board. Also a director of FCYC Holdings.

Vice Commodore: assists the Commodore in the performance of their duties and, in the absence of the Commodore, performs those duties. Also oversees disciplinary processes and actions, conducts the Member Engagement process, represents the Board on the Strategic Planning Committee.

Secretary: oversees arrangements for issuing notices of meetings of the Club and the Board, keeping minutes for all meetings of the Club and the Board, keeping all records and documents of the Club, except those required to be kept by the Treasurer, keeping the register of Members, and conducting the correspondence of the Club. Also a director of FCYC Holdings. In addition, the Secretary is the Club's Privacy Officer, a role required by the BC Personal Information and Privacy Act.

Treasurer: oversees arrangements for keeping of all financial records needed to comply with the Societies Act and the Income Tax Act, and for rendering financial statements to the Directors, Members and others, as required. Chairs the Finance Committee. Also a director of FCYC Holdings.

RC House: oversees the general supervision of the club house and creates and maintains appropriate rules and regulations in respect of the club house and grounds facilities in accordance with established policies of the Board. Supervises the House Volunteers. Specifically oversees the kitchen and bar concessions.

RC Marina: oversees the operation and maintenance of the marina facilities and creates and maintains appropriate rules and regulations in respect of the marina facilities in accordance with established policies of the Board.

Supervises the Marina Volunteers, includes the wharfinger. Specifically oversees Safety Day in April and marina leases.

Fleet Captain: oversees all Club boat activities and the maintenance and repair of racing equipment as required. Chairs the Boat Committee. Specifically oversees the Sail Past in early May, cruises, outstations, and races.

Membership Director: one of the two members at large on the Board of Directors is appointed to serve in this office. The duties are to chair the Membership Committee, oversee membership recruitment, which includes publicizing the benefits of membership, interviewing applicants, reviewing applications, and making new member recommendations to the Board.

Social Director: one of the two members at large on the Board of Directors is appointed to serve in this office. The duties are to oversee organization of social events for members at the Club, to coordinate with the Vice Commodore on Sail Past, and to coordinate with the Fleet Captain on social events at Bowen Island or on Club cruises.

General Manager: reports directly to RC House; manages the office and the Club's staff.

Nominating Committee is comprised all Past Commodores who consent to participate and who have remained voting members of the Club and three Board appointees drawn from among the members of the Club who are not also Directors. The committee is responsible for nominations for election to the Board.

Finance Committee: meets regularly to plan, recommend, and supervise the financial affairs, policies, and procedures of the Club. The Committee is responsible for evaluating and recommending to the Board those capital investments or acquisitions to enhance or ensure the future of the grounds, clubhouse, marina, and other holdings, and supervises those actions. In addition, the Committee works closely with the Auditors to ensure the Club

acts in accordance with IFRS (International Financial Reporting Standards) and implements and supervises these policies and procedures. The Treasurer chairs the Committee.

Boat Committee: assists the Fleet Captain in carrying out their duties. Normally comprised of a cruise director, an outstation director, a sail past director, and a race director.

Membership Committee: responsible for managing the membership application process in accordance with the Bylaws and any policies established by the Board. The Committee monitors the size of the Club's membership and, with the approval of the Board, publicizes and otherwise promotes the advantages of membership within the Club to as wide an audience as possible. The Committee also reviews membership applications and makes recommendations on membership admissions to the Board. The Committee is chaired by a Member at Large of the Board.

Lease Arrangements

The following is a summary of a complex set of arrangements, as background information for carrying out routine Board of Directors business. Legal counsel should be consulted when specific issues arise that might interact with provisions in the lease arrangements. More details are also available under Governance/Leases.

FCYC is the sole shareholder in FCYC Holdings Ltd. This company has a “ground lease” from the Province for the use of the land for a “restaurant, club-house facilities, offices, athletic facilities, marina, travel lift, chandlery, marine repair and servicing facilities, boat storage, moorage and all facilities ancillary thereto.”

The building was constructed by Glenn Anderson Holdings Ltd. FCYC Holdings subleases the building to this company. FCYC subleases the portion of the building that it uses for offices and the lounge.

Under this arrangement, Glenn Anderson Holdings is responsible for the repair and maintenance of the building. However, FCYC is responsible for a proportionate share of repair and maintenance to the building envelope.

A separate arrangement governs parking.