

MEMORANDUM OF DELEGATION OF POWERS FROM BOARD OF TRUSTEES TO EXECUTIVE COMMITTEE

1. The status of the SGBA as a Charitable Incorporated Organisation (CIO) imposes more stringent responsibilities on the club than those applicable to the former status as a Community Amateur Sports Club (CASC). Set down in the club's Constitution, these responsibilities include, specifically:

- Absolute compliance with Charity Commission regulations.
- Regular reviews of Risks, and consideration of means to reduce them.
- Ensuring an AGM is held and that elections etc are properly conducted.
- A legal obligation to remain solvent and only to disburse funds for purposes which further the Charitable Object of the SGBA. This Charitable Object is '*The promotion of community participation in healthy recreation, in particular by the provision of facilities for participation in the sports of sailing, kayaking, canoeing and rowing*'.

2. The Charity Trustees of the SGBA, acting as a Board, carry the responsibility of complying with the requirements of the Constitution. Their scope touches all aspects of the club's activities, but they rightly do not intend to involve themselves in the management and direction of all of these. Those responsibilities are for the club's Executive Committee. The purpose of this Memorandum is to bring into effect and delegate to the Executive Committee certain duties and obligations of the Trustees as contemplated by Clause 18(1) of the Constitution, to explain how the relationship between the Board and the Committee works, and to set necessary limits on the powers that the Committee may exercise on the Board's behalf.

3. The Terms of Reference of the Executive Committee are set down in paragraphs 12 – 19 of the club's Rules (2017). In general terms the Board intends that the Committee carries the responsibility for:

- the programme of activities afloat
- management of resources (boats, craft, instructors, safety boat crews)
- management of premises, dinghy park and foreshore facilities
- membership,
- social activities,
- fundraising from activities and events
- newsletter, website, external communications,

including all elements of the Development Plan appropriate to the functions listed above.

4. It should be noted that the Commodore of the club no longer acts in dual roles as both the Chair of Trustees and the Chair of the Executive Committee. He or she is normally a Trustee but a different Trustee is the designated Chair. The Commodore chairs the Executive Committee. Each Chair attends as an observer the meetings of the committee of which he or she is not Chair. This arrangement aids communication, for the better.

5. The Board normally meets four times a year (usually in February, May, September and November). The Committee normally meets six times a year (usually in January, February, April, July, September and October). Trustees and Committee members of course also all attend the AGM, normally held in March. At their meetings Board members are updated on deliberations of the Committee since the Board's previous meeting, and similarly the Committee is routinely updated on proceedings at Board meetings. Minutes of meetings of both bodies are normally distributed to all members of both.

6. As to the extent of the delegated powers of the Committee, the Board has set the limits detailed below.

a. The Board retains responsibility for decision-making about the 'fixed assets' of the club. This term should be taken to embrace the club's land and buildings, and its safety boats (but not dinghies, kayaks, canoes, skiffs or paddle boards). Acquisitions, revaluations, and disposals may only occur on the express approval of the Board. Day-to-day use of the assets will be the Committee's business. Where the Committee considers any fixed asset should be disposed of, or a new one acquired, they are to appraise the Board in order to obtain guidance and, if appropriate, a decision to proceed.

b. The Committee should each year prepare a budget of the anticipated income and expenditure for endorsement by the Board. Expenditure set out in such budget, once endorsed, may then be taken as approved by the Board. Other than expenditure shown in the budget, the Committee may commit club funds on activities and purchase of non-fixed assets up to a maximum of £1,000 in any one instance. Outlay above that amount requires express approval of both the Chair and the Treasurer (or two other Trustees if neither the Chair nor the Treasurer are available to consider the matter). Proposals should be made in the attached format.

c. The Committee is not to organise any activity, event, course, or function which might be considered to be prejudicial to the *Charitable Object* of the club. Further, the Committee is not to organise any activity, event, course, or function which might be considered to be prejudicial to the *reputation* of the club. The Board is to be consulted in any instance of doubt.

d. Consequent on formation as a CIO the club is a legal entity and the Trustees are in effect the Company Directors. As such, only they are empowered to sign legal documents on behalf of the club. Therefore the Committee is required to consult the Trustees at an early stage of any contractual negotiation, and ultimately provide advice to the Board in anticipation of Trustees' approval and signatures.

7. The Committee must ensure that a risk assessment is in place for all club events and that procedures for running Club events meet stipulations laid down by the Club's insurers and any requirements of the risk assessment. The Committee must ensure that each event has a nominated organiser who is aware of the need to follow the Club's written procedures for the safety of participants and to avoid the risk of being considered negligent.

8. Changes to this Memorandum might be required over time. They might be initiated by the Committee but authority to approve any changes remains vested in the Board.

20 February 2018

Neil Millward
Chair of Trustees

Distribution:

Original – Secretary's Master File

Copies – one each for every Trustee, and for each Officer and Member of the Committee

Second Revise, February 2018

Exceptional Expenditure Requisition Document

(Expenditure not in annual budget and greater than £1,000 requiring Trustee approval)

| Proposed expenditure and reason | Anticipated timing | Supplier | Amount |
|---------------------------------|--------------------|----------|--------|
| | | | £ |
| | | | |

Document originator.....

Committee meeting approval date.....

Approved Chair of Trustees.....

Approved Treasurer.....