



St. Mellons Golf Club (1964) Ltd

GOVERNANCE & STRUCTURE

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Responsibility :
Board of Directors

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Version Control

Version	Date	Author(s)	Rationale
0.1	17/09/2023	Peter Borley	Discussion Paper set out for Directors to review and discuss / comment on.
0.2	17/10/2023	Peter Borley / Brian Trendell	Uplift of discussion paper following initial feedback and comments from CC
0.3	26/10/2023	Peter Borley	Amendments from Board meeting
1.0	30/10/2023	Peter Borley	FINAL version 1.0 for the first release as approved by the BoD.

Policy Approval:

- With effect from:
- Policy prepared by: Peter Borley & Brian Trendell
- Date approved by Board of Directors: 30.10.23
- Policy review date no later than: 31st October each year

Acknowledgements

- A Governance Guide for Golf Clubs, Version 2 as Issued by Wales Golf

1. Introduction

This document details the structure / governance of St. Mellons Golf Club (1964) Ltd. This will ensure that SMGC is sustainable for the future, both financially and administratively. It strives to establish the club's purpose and drive effective decision making.

This document demonstrates a business-like approach to delivering the club's aims and objectives and should be read in conjunction with the SMGC Rules

2. Governance Structure

The governance structure of the club is as per the club's Articles of Association. The business and operation shall be managed by a Board of Directors (BoD) and that a Captains Committee (CC) shall be responsible for the provision of all members golf and social matters (See Appendix A).

The day-to-day operation / business of the club shall be managed by the General Manager (GM), under the general direction of the BoD.

3. Board of Directors (BoD)

3.1. General

The BoD are the officers and guardians of the assets and resources of the club. The BoD role is to provide leadership and strategic direction focusing on core values and the goals of the club in addition to ensuring that the objectives, as set out in the Articles of Association are met.

They shall also ensure that the organization is run effectively and sustainably for the long term.

The BoD shall make such Policies, Procedures and / or Rules and alter, repeal or amend any of these as they may deem necessary for the proper conduct and management of the Club.

So long as such Policies, Procedures and / or Rules are in force they shall be binding on all Members of the Club, provided nevertheless that no Policies, Procedures and / or Rules shall be inconsistent with, or shall affect or repeal, anything contained in the Articles of Association of the Club.

3.2. Composition of the Board of Directors

The BoD shall be composed of six Directors and elected according to the Articles of Association and Club Rules by the members and includes the following appointments:

- Chair of Directors
- Financial Director

3.2.1. General responsibilities

A summary of the BoD general responsibilities is, but not limited to:

- Establish the vision, values and long-term strategy for SMGC
- Meet once a month or at least 8 times a year with a quorum of at least 4 board members and to minute each meeting and resolution.
- Communicate efficiently and effectively with members ensuring decisions taken meetings are available to all members
- Reflect and review on the Boards own performance periodically.

- Ensure legal compliance with government legislation / regulations
- Set Club policies, procedures and / or rules, and to consider reviews and appropriate amendments from time to time.
- Set Annual subscriptions (including joining fees) and Green-fees, this together with any other general rates.
- From time-to-time fix categories of membership and the rights and privileges of each category.
- Raise money by levy or to borrow money up to a maximum of 20% of annual turnover.
- Develop and oversee / review major contracts and services.
- Develop (with CC) Membership Recruitment & Retention policies and procedures.
- Oversee management of the Golf course including course improvement plans
- Develop the clubhouse with a view to provide first class facilities.
- The BoD shall work with the CC on areas where there is / are common and shared interests / concerns.
- Working with CC they shall have a duty of care with regard to the health & safety, safeguarding and wellbeing of all members of the club and its staff, and to ensure all policies procedures are adhered to.

3.3 Chair of Directors (CoD)

The CoD is in overall charge of strategic planning and team development. The CoD leads the BoD, lives by and promotes the club values. They shall also encourage the membership to engage in the club's future. The CoD is also the line manager for the GM who has day-to-day responsibility for the club.

3.3.1 Role summary

To provide leadership and direction to the BoD enabling it to fulfil its responsibilities in providing sound governance and strategic direction for the club.

Ensure the club pursues its core purpose, as set out in the constitution, as well as meeting the club's Policies, Procedures and / or Rules and compliance to relevant legislations/regulations.

Work in partnership with the GM to support employees; helping them achieve the aims and objectives of the organisation; and to optimise the relationship between the BoD and staff.

Facilitate BoD meetings with well- rounded and carefully considered decision-making.

3.3.2 Responsibilities:

A summary of the CoD general responsibilities is, but not limited to:

- Lead the formulation of club strategic plans and put in place regular reviews of the long-term strategic goals.
- Ensure the BoD fully understands and implements good practice in respect of governance and leadership.
- Chair and facilitate meetings ensuring:
 - These are properly convened with due notice and are quorate.
 - There is open discussion and all members may have an opportunity to contribute.
- The majority vote of members is taken and declared.
- Monitor decisions taken at meetings and ensure they are implemented.

- Liaise regularly with the GM and Finance Director (FD) to maintain a clear grasp of the club's financial position.
- Lead the development of club values and ensure they are embedded in the organization.
- Provide constructive support to the GM, guiding and supporting their work.
- Maintain careful oversight of any risk to reputation and / or financial standing of the club.
- Represent and be an ambassador for the club and its members at appropriate events, meetings or functions.
- Build positive relationships with club members, understanding their diverse needs.

3.4 Finance Director (FD)

The FD is required to have expertise and be qualified in the fields of finance and accounting and be able to communicate financial concepts and systems to non-financial members.

3.4.1 Role summary

Be responsible for the financial supervision of the club.

Set (with the GM) annual budgets for the club, and any relevant Sub-committee(s) / Working Group(s) for approval by the BoD.

Set and oversee financial systems and controls.

3.4.2 Responsibilities

A summary of the FD general responsibilities is, but not limited to:

- Prepare annual budgets that will deliver the club strategic plan. These to be approved by the BoD.
- Set finance controls and systems to ensure efficient and transparent management of club resources.
- Review the financial controls and systems on a regular basis to ensure they are robust and to encourage continuous improvement.
- Assess the financial implications of significant spend including capital expenditure and new employment positions within the club.
- Prepare five-year cash flows to incorporate into the strategic plan.
- Support audit processes
- Monthly financial reports - and present at monthly Board meetings.
- Act as signatory on the club account.
- Provide advice / guidance to the BoD in their management of the club finances.
- Administer (in conjunction with the GM) all financial affairs of the club. This includes, but not limited to, regular meetings with the GM in relation to on- going financial matters including:
 - Review of outstanding subscriptions on a monthly basis. Ensure policies in relation to collection of outstanding subscriptions are followed.
 - Review of income and expenditure in comparison to budget and prior year on a monthly basis.

4 Captains Committee (CC)

4.1 General

The CC is responsible for the oversight, and organization of golf and social events for members. In addition, but not limited to, the CC shall be responsible for the management of the Code of Conduct, Golf Competition / Rules (inc. Dress Code), and working the BoD on Health & Safety, Safeguarding and Welfare matters.

The CC shall consist of a Ladies Captain, Men's Captain, respective Vice-captains, Chairs of Golf and a Junior Organizer.

Chairs of Golf and the Junior Organizer are invited roles from the membership of the club.

The CC shall work with the BoD on areas where there is / are common and shared interests

4.1.1 General Responsibilities

A summary of the CC general responsibilities is, but not limited to:

- Assist the Captains in all golf and social related matters.
- Ensure compliance / conformance with all relevant club policies, procedures and / or rules.
- Organize / manage all Club golf competitions (inc. Opens) / handicapping and team golf.
- Work with the GM on all related golf and social matter.
- Develop and promote member retention.
- Build positive relationships with club members, understanding their diverse needs.
- Develop, promote and further members golf in line with local and national initiatives.
- Address any members issues and where necessary pass members feedback onto the GM.
- In accordance with the Code of Conduct deal with all member disciplinary matters.
- Working with BoD ensure that the health & safety, safeguarding and wellbeing of all members of the club, and ensure all policies procedures are adhered to.
- Form selection panels for election of Vice Captains, in compliance with club policies and rules.
- Organize the selection process for Vice Captains annually and President bi-annually.

4.2 Ladies and Men's Captain's

From March 2024 there shall be two Captains (1-Ladies & 1-Mens) both of equal standing and status (replacing the current / existing role of Club Captain). They shall represent, all playing golf members of the club, and are appointed / approved by their respective members. The appointment of captain is for one year.

Both Captains shall consistently demonstrate and uphold the values of the club, its policies, procedures and rules. Where relevant / applicable, they shall encourage members and visitors to adhere to these.

Captains shall, through the CC, provide a point of contact / place for the playing membership where golfing / social matters can be addressed / resolved.

4.2.1 Role summary

- Provide respective leadership on all golfing aspects of the club.
- Build, maintain and support positive relationships with all club members.
- Act as an ambassador for the club, to host and attend relevant events as necessary.
- Maintain and uphold the integrity, standards and ethics of the club and of the game of golf.

4.2.2 Responsibilities

A summary of the Captains general responsibilities are, but not limited to:

- Jointly Chair the CC meetings.
- Provide guidance and general direction on members golf / participation.
- Attend Monthly BoD meetings, as “guests”, in a non-voting capacity.
 - Assist the BoD in understanding the needs of all sections of the membership through representation on the CC which may impact the business of the club.
- Be an ambassador for the club and its members at appropriate events and functions.
- Resolve confidential or sensitive club and membership issues. This in conjunction with the GM, when / where appropriate.
- Interview new members.
- Attend Awards ceremonies.

4.3 Ladies & Men’s Vice Captains

Vice-Captains (Captains Elect) roles are each for a period of one year and open to any playing member of the Company over 18years old. The Vice Captain shall serve one year on CC and act as deputy to the Captain in all matters.

5 General Manager (GM)

5.1 General

The role of GM is the key link between the BoD / CC and the day-to-day operations of the club. The GM must ensure all decisions; activities and investment(s) meet the vision and deliver the strategic goals of the board. In addition, the GM will maintain a welcoming, member focused experience through the core business areas including the course, bar and events.

5.1.1 Role summary

The GM is required to have expertise in all facets of Golf Club Management, and must be able to communicate effectively with BoD, CC, staff and the members of the club.

- Day-to-day operational management of the club and all associated activities.
- Lead the implementation of the club's vision and strategic plan.
- Ensure the club facilities are maintained to the highest standards and legal compliance.

5.1.2 Responsibilities

The GM will report directly to the CoD, and together they agree the GM's annual objectives / development, as well as the ways in which the CoD will support them. This includes review meetings to discuss the GM's progress in following matters (but not limited to):

- Efficient and effective implementation of the club strategy through the development

- of annual operational plans.
- Annual budgets for core areas of club operations including the pro shop, bar and restaurant which include targets for revenue generation.
- Lead and manage all club staff, service / franchise contractors who report to the GM, together with all “operational volunteers”. Providing clear direction and support for them and their areas of work.
- Holding regular meetings (both formal / informal) with each department head.
- Provide timely and accurate monthly reports to the BoD against the club strategic plan.
- Work with the FD to ensure accurate finance information.
- Work with BoD & CC towards retaining existing members and increasing overall membership.
- Ensure strong green fee income, by developing and maintaining society & visitor bookings.
- Effective utilization and operational effectiveness on-line tee time booking / reservation system (members & visitors) and associated management reporting.
- Maximize external funding opportunities.
- Working with the CC to facilitate the implementation of the members golfing / social calendar.

6 Other Groups / Roles

6.1 Sub / Operational Committees & Working Groups

In order to deal with specific matters, and time bounded projects & tasks both the BoD & CC may individually / jointly establish necessary Sub / Operational Committee(s) and Working Group(s) These being, but not limited to:

- Course Development
- Code of Conduct
- Equality
- Golf Club Management & Systems
- Golf Competitions & Handicaps
- Health & Safety / Safeguarding
- Member retention
- Social
- Specific one-off events

Sub / Operational committee(s) and Working Groups may invite individuals, as and when required, from within the membership of club / staff to join these groups, providing that they have the necessary knowledge / skillset for the relevant tasks at hand.

7 Club President

7.1 General

The President is the “figurehead” of the club and acts as ambassador of SMGC representing all members of the club. They shall be appointed from adult male and female members The role of President is for two years.

The President shall consistently demonstrate and uphold the values and policies, procedures and / or rules of the club. To encourage all members and visitors to adhere to these.

7.2 Responsibilities

A summary of the President's general responsibilities is, but not limited to:

- Attend the AGM and formally open the meeting.
- Working with the CC to interview new members when required
- Support the BoD and CC in their initiatives
- Attend, both the Monthly BoD and CC meetings, as a "guest" and in a non-voting capacity,
- Maintain and uphold the integrity, standards and ethics of the club and of the game of golf both on and off the course.
- Build positive relationships throughout with club members & staff, understanding all needs.
- Chair the selection panel for next President.
- Act as an ambassador for the club, to host and attend all relevant / necessary events and functions.

8 Election of Officials

8.1 General

The selection process is transparently open for all to aspire to, and comply with club Equality policies, procedures and / or rules.

- When electing future Directors to the board members should consider skills-based candidates as well as gender and other diversity to fully represent the current and future membership.
- When electing future Vice-Captains and President's members should also consider candidates with good public speaking skills, networking and relationship management.

8.2 Directors

Election to the Board of Directors is as the Articles of Association. Nominations shall be in writing and signed by the proposer and seconder and delivered to the Company office no later than 31st December together with a letter of acceptance from the candidate.

8.3 Ladies & Men's Vice Captains

A selection panel shall be set up each year to choose a candidate for Vice Captain. The preferred candidate shall be posted up and notified my email to all members by 31st December.

Any other qualifying member may put themselves forward for election against this candidate.

Nominations from the general membership shall be in writing and signed by the proposer and seconder and delivered to the Company office no later than 31st January together with a letter of acceptance from the candidate.

If more than one nomination is received then the names of candidates proposed shall be entered into a proxy form delivered with the notice conveying the Annual General Meeting of the Company and placed thereupon in alphabetical order and against the name of the candidate seeking election to be President the words "LADIES VICE CAPTAIN and / or MENS VICE CAPTAIN" must appear and provision made thereon for the members of the Company to indicate their vote in favour of or against any such nominee.

If there is only one nomination the candidate will be elected by a show of hands at the Annual General Meeting.

8.4 Ladies & Men's Captains

Vice-Captains (Captains Elect) are each for a period of one year and become Captains at the next Annual General Meeting of the Company. The Captains Elect should be formally approved at the AGM

8.5 President

A selection panel shall be set up every two years to choose a candidate for President. The preferred candidate shall be posted up and notified my email to all members by 31st December.

Any other qualifying member may put themselves forward for election against this preferred candidate. Nominations from the general membership shall be in writing and signed by the proposer and seconder and delivered to the Company office no later than 31st January together with a letter of acceptance from the candidate.

The office of President shall be open to nominations in writing and signed by the proposer and seconder and delivered to the Company office no later than 31st December together with a letter of acceptance from the candidate.

If more than one nomination is received then the names of candidates proposed shall be entered into a proxy form delivered with the notice conveying the Annual General Meeting of the Company and placed thereupon in alphabetical order and against the name of the candidate seeking election to be President the words "PRESIDENT" must appear and provision made thereon for the members of the Company to indicate their vote in favour of or against any such nominee.

If there is only one nomination the candidate will be elected by a show of hands at the Annual General Meeting.

8.6 Nominations / Selection Panel(s)

The Nominations / Selection Panel for Ladies and Men's Vice Captains shall be organized by the Captains Committee.

The Nomination / Selection Panel for President Elect shall be organized by the Captains Committee and the President. The process must be transparently open for all to aspire to, and comply with club policies (e.g., Equality Policy), procedures and / or rules, and should not exclude other candidates.

8.7 Annual Elections

The Club, at its Annual General Meeting, in every year will elect or confirm the Ladies and Men's Vice-Captain and a minimum of two Directors. For clarity each vote (for Vice Captain) shall be section based (members of the Ladies Section only vote for the Ladies Vice Captain & members of the Men's Section only votes for Men's Vice Captain.)

Every two years an election for President will take place.

Appendix A. St. Mellons Golf Club – Governance Structure

