

# Mississauga Sailing Club

Located in Ontario, Canada

## Board Governance Roles and Responsibilities

November 1, 2024

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## 1 General

### 1.1 Approval

This document was reviewed and approved by the Board of the Mississauga Sailing Club.

Effective date	December 4, 2024
Initial approved date	December 4, 2024
Last reviewed date	December 4, 2024

### 1.2 Overview

This document describes roles and responsibilities of all Board Members.

This document is intended to compliment, not override or substitute, the Mississauga Sailing Club By-Laws and the Not-for-Profit Corporations Act, 2010 (Ontario). Any portion of this document that contradicts, accidentally or otherwise, the By-Laws, Act or any other relevant legislation will be considered unenforceable.

Changes to this document are at the discretion of the Board and should be reviewed by the Board at least annually.

This document should be made readily available to all Members of the Mississauga Sailing Club.

### 1.3 Definitions

In this document, unless the context otherwise requires:

1. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and any act that may be substituted therefor as amended or re-enacted from time to time;
2. "Applicant" means any person who has made an application to become a "Member";
3. "Bay" means a defined area in the in the Corporation's secured yard intended for a single use boat and trailer storage.
4. "Board" means the Board of Directors of the Corporation;
5. "Chair" means the chair of the Board, otherwise known as Commodore;
6. "Club" or "MSC" means the Mississauga Sailing Club
7. "Director" means an individual occupying the position of Director on the Board of the Corporation by whatever name he or she is called;
8. "Member" means a Board approved member of the Mississauga Sailing Club in good standing with defined privileges and accountabilities.
9. "Rack" means a specially designed storage solutions suitable for light weight boats.

## 2 Director Roles and Responsibilities

In accordance with the By-Laws, there are a minimum of 5 and a maximum number of 10 individuals that hold Director positions within the Corporation. All Directors carry one equal vote on decisions of the Corporation. All terms are two years.

Only the Chair (Commodore), Treasurer and Secretary are explicitly described in the By-law. The titles and selected duties of all other Directors are defined at the discretion of the Board. Their duties are described herein.

Except for specific delegation limitations outlined in the Act, Directors may at their discretion delegate duties to others.

### 2.1 Chair (aka Commodore)

The Chair (or Commodore) provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The Chair co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among all Directors. The Chair ensures the Board discusses all matters relating to the Board's mandate.

In accordance with the City of Mississauga, the Chair must be a resident of Mississauga.

The Chair shall perform the following duties described below and such other duties as may be required by law or as the Board may determine from time to time:

- **Agendas:** Preside over Board meetings. Establish agendas that align with routine accountabilities and other Board objectives. Ensure meetings are effective for the performance of governance work. Ensure a schedule of Board meetings is prepared annually.
- **Direction:** Serve as the Board's central point of communication regarding the Board's expectations and concerns. Develop standards for Board decision-support packages (e.g. determining the level of required detail) to ensure that strategies, planning and performance information is appropriately presented to the Board.
- **Work Plan:** Ensure that a Board work plan is developed and implemented that includes annual and long-term goals for the Board and Corporation.
- **Representation:** Serve as the Board's primary contact with the public, including government officials.
- **Reporting:** Report regularly to the Board on issues relevant to its governance responsibilities.
- **Board Conduct:** Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.
- **Mentorship:** Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.
- **Succession Planning:** Ensure succession planning occurs for Board Directors

## 2.2 Treasurer

The Treasurer works collaboratively with the Chair to support the Board in achieving its fiduciary responsibilities.

The Treasurer shall perform the following duties, and such other duties as may be required by law or as the Board may determine from time to time.

- **Custody of Funds:** The Treasurer shall have custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.
- **Board Conduct:** Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.
- **Mentorship:** Serve as a mentor to other Directors.
- **Financial Statement:** Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.
- **Insurance:** Ensure the Corporation and its Directors are suitably insured.
- **Taxes:** Ensure accurate and timely completion of all tax filings and remittances.
- **Financial Plan:** Prepare and present for approval to Members at the Annual General Meeting the fiscal plan for the upcoming year. Gathering feedback from other Directors, the plan should attempt to accurately predict anticipated income, expenses and cashflows throughout the year. It should also highlight for approval any material one-time expenses or capital purchases expected during the fiscal year.
- **Financial Updates:** As required, but no less than semi-annually, the Treasurer must present to the Board a financial update on the Corporation's Balance Sheet and Income Statement. Among other details, the update should address any material plan variances.
- As necessary, arrange and approve required volunteers to fulfil Treasurer duties

## 2.3 Secretary

The secretary works collaboratively with the chair to support the Board in fulfilling its record-keeping responsibilities.

The secretary shall perform the following duties, and such other duties as may be required by law or as the Board may determine from time to time.

- **Board Conduct:** Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on accurate and up-to-date corporate records.
- **Document Management:** Ensure the proper recording of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Maintain custody of all minutes, corporate articles, by-laws, policies, contracts, registers and seals of the Corporation in accordance with required law. Ensure that all reports are prepared and filed as required by law or requested by the Board.
- **Meetings:** Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Board and where applicable, Board committees.

- **Record Retention:** Ensures rules on record retention are upheld as outlined in Part 10 (X) of the Not-for-Profit Corporations Act, 2021
- As necessary, arrange and approve required volunteers to fulfil Secretary duties

## 2.4 Sailing Director

The Sailing Director shall perform the following duties, and such other duties as may be required by law or as the Board may determine from time to time:

- increase participation in sailing and sailing events
- organize and supervise all sailing activities sponsored by the Corporation. Activities include but are not limited to:
  - promotion
  - logistics (date/time, location, etc..)
  - acquisition of equipment, supplies and/or food
  - event set-ups and clean-ups
  - determination and collection of event fees as required
- arrange award ceremonies for regattas and club races, including the acquisition of awards and prizes
- promote sailing skills development through various means including but not limited to:
  - Formal or informal training programs
  - Books, videos, websites, wikis, etc..
  - Learning seminars
  - Skipper shadowing
- ensure committee boats are maintained, operational, and suitably equipped. At the end of season, ensure they are winterized.
- Ensure Officers using equipment, including motorboats and marine radios, are appropriately trained and/or licensed
- ensure Officers scheduled for duty are present
- ensure race results are posted in a timely manner
- ensure sailing participants have boat insurance policies providing third-party liability coverage of not less than \$3,000,000
- mentorship and succession planning
- As necessary, arrange and approve required volunteers to fulfil Sailing Director duties

## 2.5 Social Director

The Social Director shall perform the following duties, and such other duties as may be required by law or as the Board may determine from time to time.

- encourage and develop social interactions across all Members that enforces “club spirit” and “community”
- maintain social calendar
- organize and implement social activities, both on and off season. Activities include but are not limited to:
  - promotion
  - logistics (date/time, location, etc..)
  - acquisition of food, supplies and/or entertainment
  - event set-ups and clean-ups
  - acquisition of liquor licenses as required
  - determination and collection of event fees as required
- solicit feedback from Members on ways to improve
- maintain library of books and periodicals on bookshelves. Promote library as a nautical education/information resource

- mentorship and succession planning
- as necessary, arrange and approve required volunteers to fulfil Social Director duties

## 2.6 Facilities Director

The Facilities Director shall perform the following duties, and such other duties as may be required by law or as the Board may determine from time to time:

- maintain and continuously improve the overall appearance, functionality and security of our clubhouse, yard and docks
- ensure all equipment (eg: fridge, coffee makes, etc..), facilities (toilets, showers, sinks, etc..) are in working order and suitably stocked
- ensure docks are launched and removed at the end of each season
- change combinations and locks as required
- regularly inspect premises and report to the board on any issues
- Arrange regular cleaning schedules of building, compound and docks, whether through volunteer hours or paid services
- set up annual checks re Fire Extinguishers and check Battery in Defib machine. Replace batteries in smoke detectors at least annually
- secure funding from the Board and/or Members for large scale projects
- organize various subcommittees to assist in overseeing and implementing project and initiatives
- report to the Board on status of projects
- mentorship and succession planning
- as necessary, arrange and approve required volunteers to fulfil Facilities Director duties

## 2.7 Facilities Director 2 (aka Assistant Facilities Director)

Due to the magnitude of effort required to manage the corporations' facilities, portions of the Facilities Director duties (listed above) are allocated to the Assistant Facilities Director. Distribution of effort is arranged in good faith between the two Director roles.

## 2.8 Membership Director

The Membership Director shall perform the following duties, and such other duties as may be required by law or as the Board may determine from time to time.

- grow and maintain existing membership
- expedite approval and on-boarding processes. Ensure application forms are readily available to the public with sufficient information suitable for the Board to easily adjudicate applicants.
- establish recruitment programs and create club awareness
- provide responsive and seamless communication with Members and potential Members. Monitor relevant emails and voicemails for membership inquiries.
- establish welcome packages for new Members. At a minimum, ensure they have read and understood By-Laws and relevant Policies.
- maintain complete inventory of all Members, and their annual volunteer work hours
- oversee boat/bay allocations
- mentorship and succession planning

- as necessary arrange and approve required volunteers to fulfil Membership Director duties

## 2.9 Communications Director

The Communications Director shall perform the following duties, and such other duties as may be required by law or as the Board may determine from time to time.

- ensure accurate and timely communications (internal and external) through various mediums (e.g. brochures, social media, websites, telephone, email, etc..). Communications included but is not limited to:
  - club schedules and events
  - newsletters
  - advertising
  - club history
  - club contact details
  - By-Laws, Policies and/or Procedures
  - Etc...
- provide oversight and strategic direction on all official communication mediums, including website(s) and any social media platforms
- ensure Corporation adherence its Privacy Policy
- mentorship and succession planning
- as necessary arrange and approve required volunteers to fulfil Communications Directors duties

## 2.10 Past Chair (aka Past Commodore)

The Past Chair is officially neither a director nor a member of the Board. Nevertheless, their presence at board meetings can provide valuable continuity and stability to the Corporation when leadership changes. The position serves at the behest of the active Chair to provide advice, and other such duties as may be required. Typically, the position serves one-year or less.