

DIRECTORS' INDUCTION HANDBOOK

1. PRESIDENT'S FOREWORD

Congratulations on your election as a Director and member of the Management Committee.

As a member of Rainbow Bay's governing body you have accepted the role of custodian of Rainbow Bay's unique history, values and serious obligations to the community we serve.

This handbook has been prepared as a guide and information resource for Directors. We will build on the contents of this manual as we develop and as new issues arise.

In conclusion, we extend my very best wishes to you and trust that you will achieve personal and professional enjoyment from your involvement as part of Rainbow Bay's leadership team.

2. DIRECTORS' CODE OF CONDUCT

The primary function of the Management Committee is to efficiently and effectively manage the business of Rainbow Bay SLSC on behalf of the members.

Directors shall accept their personal responsibility to:

(a) Act honestly and in good faith in the best interests of Rainbow Bay SLSC

(b) Exercise due care, skill and diligence in preserving, protecting and advancing Rainbow Bay SLSC and Surf Life Saving

(c) Exercise their powers fairly and for the purposes for which they were conferred and not misuse or profit from information obtained through their position

(d) Respect confidential information obtained and disclose any actual or potential conflict between their obligations owed to Rainbow Bay SLSC and their personal interests and other duties

(e) Fulfil their fiduciary obligation to Rainbow Bay SLSC including the prevention of insolvent trading

(f) Adhere to SLSA, SLSQ, SCB and Rainbow Bay SLSC policies, rules and regulations, including the acceptance and responsibility for the decisions and actions of the Management Committee and/or Executive.

(g) Provide positive and accountable leadership for Rainbow Bay SLSC and auxiliary organisations.

(h) Actively promote Rainbow Bay's organisational values i.e.,

- We are responsive to the need of our members and community
- We operate with integrity, equity and accountability
- We are innovative in improving our services
- We operate as a team

• We accept our responsibility to lead and represent Rainbow Bay SLSC

(i) Report to the President

3. FUNCTIONS/ RESPONSIBILITIES OF THE MANAGEMENT COMMITTEE & STAFF

The successful operation of Rainbow Bay SLSC depends on the development of a positive working relationship between elected Officers and the Club staff.

The Constitution and By-Laws are quite specific in defining and differentiating the roles of the Management Committee and Staff.

Basically the Directors (Management Committee) are responsible for determining policy issues including strategic and operational plans for organisation structure as well as making those major executive decisions which are not covered by policy or delegated, while the staff are responsible for implementing the Management Committee's decisions and the day-to-day operational requirements of the club.

4. CONTROL MATRIX

SLSA

SLSQ

Point Danger Branch

Rainbow Bay SLSC

5. CLUB ORDER OF AUTHORITY

The Council

Club President (Chairperson), Elected Officers and Voting Members. The primary function is to govern and provide leadership to the club in accordance with the aims and objects of the club, the law and the constitution.

The Management Committee

President, Deputy President, Captain, Vice Captain, Secretary, Treasurer, Chief Training Officer, Youth Development Officer, Director of Junior Activities, Surf Sports Officer, Members Representative. Generally responsible for the business and operations of the Club.

The Executive

President, Secretary, Treasurer, Captain and Members Representative. Meetas required to deal with urgent matters, which are subject to ratification by the Management Committee.

President

The nominal head of the Club and shall be a member ex-officio of all committees. Chairperson of General, Management, Executive and Membership Committee meetings and the Club representative to the Branch.

Secretary

Member of Executive, Management, Finance and Property Committees. Chairperson of the Planning and Administration Committee.

Captain

Member of the Executive, Management and Membership Committees.

Chairperson of the Board of Life Saving and the Board of Surf Sports.

6. CORPORATE GOVERNANCE LIABILITY

Rainbow Bay SLSC is required to comply with an extensive range of varying legal, regulatory and governance requirements.

SLSA and SLSQ are actively promoting governance frameworks and best

practice standards at all levels of the Association. Corporate governance refers to the systems, processes and policies that the Executive and Management Committees (Directors) use to control, direct, promote and safeguard the strategic long-term interests and viability of the Club.

If you are a Club Director/ Management Committee member, you are bound by legislation to engage in effective corporate governance of your club. This responsibility has been bestowed on you by your club members who have elected you to administer the club, in trust, for them.

The best ways for Club Directors/ Management Committee Members to engage in effective corporate governance is to always act within their Constitution and By-Laws. The Constitution and By-Laws outline the objects of the Club and Directors/ Management Committee Members must ensure that all their actions and decisions promote these principles.

As well Club Directors or Management Committee Members should establish and follow guidelines on matters such as business operation, risk management, conflict of interests, gifts and gratuities, accountability and transparency and interaction with employees and members. The guidelines on these and other matters should be in accordance with legislative and common law standards.

SLSA has developed the SLSA Governance Policy which encapsulates a variety of matters and office bearers are encouraged to make themselves aware of its content.

If the Executive or Management Committee puts equivalent requirements in place, then they may have a strong defence should they be cited for a breach.

The following are some common breaches that can occur resulting in significant penalties for Directors/ Management Committee members:

- breach of legislation
- non-adherence to the Club Constitution
- insolvent trading
- improper trade practices
- failing to provide a safe environment for members and employees
- falsifying records
- laxity regarding prevention of theft or fraud
- providing misleading information
- destroying club records
- gaining a personal advantage from club operation
- improper conduct of meetings
- pollution and damage to the environment
- denial of natural justice (ie. not giving a fair and reasonable opportunity for a member, to present their 'side of the story' on an issue)

7. RELATIONS BETWEEN BOARD & STAFF

7.1 Directors are clearly entitled to expect high standards of professional competence, loyalty, diligence and impartial advice from staff. In return, an effective working relationship will depend up on the trust, respect, consistency and support shown by Directors towards staff

7.2 The Executive is responsible for the actions and performance of staff.

7.3 The President is entitled to ask for help or advice from any staff member.

7.4 Staff also have delegated authorities to liaise and work with Officers and/ or Advisors on a daily basis.

7.5 Directors shall respect normal workplace operations and efficiencies and professional courtesies i.e.,

- pre-arrange meetings with staff (specific Management Committee issues)
- requests for assistance/ advice

They are intended to ensure that appropriate well defined lines of communication exist to facilitate the provision of help and advice to Management Committee members and to ensure that staff are not placed in untenable positions which may conflict with instructions from the Executive and other work priorities. Following these procedures will help to ensure effective and efficient functioning of the organisation. These provisions are not intended to cut Management Committee members off from necessary access to staff.

7.6 Staff can attend Management meetings to present reports if requested by the President.

8. STAFFING

8.1 Staff

- The Executive is responsible for employing staff within the approved organisational structure
- The Executive sets salaries
- There is a comprehensive ‘Staff Handbook’ which includes work/ employment policies and procedures
- Staff are employed under Contract
- Formal annual performance reviews are carried out by the Executive.
- There is a strong emphasis on staff professional development – both individual and teams based.

8.2 Staff Discipline

- Only the appointer (i.e., President) can take disciplinary action against an employee.

9. MEETINGS

9.1 The Importance Of Meetings

As a general rule, individual Directors have no personal or individual authority to act, or to make decisions, on behalf of Rainbow Bay SLSC. Decisions can only be made by the Management Committee in accordance with its constitutional authority. This requires that a majority vote be obtained at a properly convened meeting of the Management Committee or that the decision be made pursuant to a power of delegation granted by the Management Committee or Council.

Therefore Directors do all or most of their legally effective decision making at Management Committee meetings as part of a group. There is a clear duty on Directors to attend meetings regularly and to vote on all matters coming before a meeting for consideration.

9.2 Preparing For Meetings

The degree to which a Director is prepared for a meeting is perhaps the single most important factor in ensuring meetings are effective and achieve results with a minimum of time wasted.

9.3 Quorum

The quorum for a Management Committee meeting is a simple majority of those Directors present and eligible to vote.

9.4 Chair

The President is the nominal chairman of all meetings of the Management Committee. The Deputy President shall chair meetings when the President is absent. If the President and Deputy President are absent, then the remaining Directors shall elect a Chairman.

9.5 Minutes

Minutes of Management Committee meetings shall be distributed (electronically) within 7 days of the meeting. Directors may obtain hard/ paper copies of Minutes upon request.

9.6 Meetings Schedule

According to the Constitution the Management Committee is required to meet at least once in every calendar month.

9.7 Decisions – Unity

It is not expected that there will be consensus amongst all Directors on all issues.

It is important to emphasize that teamwork and harmony do not exclude robust difference of opinion; indeed on important issues it may be desirable to stimulate disagreement and debate.

However, Directors need to ensure they raise any concern in meeting. But when the debate is over and when as large a consensus as possible has been reached, all Directors must accept that the Management Committee has made a decision and if they choose to remain as part of the Management Committee, they must accept a duty of loyalty and confidentiality.

All Directors, whether for or against a particular decision, need to become advocates for the final Management Committee decision.

If a Director understands his or her fiduciary duty is to Rainbow Bay SLSC as a whole, there can be no justification for breaching Management Committee confidentiality or showing public disloyalty while remaining a member of the Management Committee. In such cases resignation is the only option.

10. PERSONAL RESOURCES FOR DIRECTORS

10.1 Fees & Allowances

No fees or allowances are applicable for Directors of Rainbow Bay SLSC.

10.2 Expenses

Directors may be reimbursed for pre-approved expenses incurred in carrying out their duties and responsibilities.

Directors seeking to be reimbursed for expenses such as phone, office supplies, printing, travel and other 'incidentals' need to firstly gain the approval of the Management Committee.

Directors seeking reimbursement of pre-approved expenses shall submit receipts within one month of incurring such expenses.

10.3 Travel & Accommodation

No travel or accommodation allowances are applicable for Directors of Rainbow Bay SLSC unless pre-approved by the Management Committee.

10.4 Office Support & Resources

In order to offset some of the financial impositions on Directors, Rainbow Bay SLSC can provide office space and access to phones, fax, printer, copier, etc., for Directors to carry out their Club duties.

Similarly secretarial/typing support can be arranged. Directors seeking such support need to make arrangements with the Club office.

11. FINANCIAL MANAGEMENT & ACCOUNTABILITIES

11.1 Financial Overview

Rainbow Bay SLSC's financial statements and records are audited annually in accordance with the Association's Incorporation Act. Rainbow Bay SLSC's Auditors are appointed annually by the Council. Rainbow Bay SLSC complies with Australian Accounting Standards.

11.2 Financial Responsibility

Every Director is under a legal obligation to ensure Rainbow Bay SLSC is not 'trading insolvent'.

11.3 Annual Budget

The approval and monitoring of Rainbow Bay SLSC budget is a major responsibility of the Management Committee.

11.4 Expenditure Controls

The Treasurer is responsible for ensuring expenditures are within approved budgets and in compliance with expenditure policies (e.g. quotes, approved suppliers, etc).

11.5 Financial Performance Monitoring

The Treasurer is responsible for monitoring the financial accounts and performance and make recommendations to the Council/ Management Committee on any remedial actions necessary.

Monthly Management Accounts (including 'Statements of Financial Performance' and a summary report on variations to budget) are provided to the Directors and are formally presented to Management Committee meetings for review and endorsement.

11.6 Annual Financial Report

The Council is required to approve the annual financial statements which are published in Rainbow Bay SLSC's Annual Report.

The Treasurer will, in the first instance, review the statements and auditors reports before presenting a recommendation to the Council.

12. POLICIES

Rainbow Bay SLSC has a vast array of policies and resolutions concerning issues across all operational areas.

The By-Laws also, of course, articulate important policies or rules. Rainbow Bay SLSC also abides by PDB, SLSQ and SLSA policies.

13. MEDIA STATEMENTS

The President usually handles issues of potentially political and/ or community significance, e.g. member protection, government policy, insurances or 'crisis'. The President can delegate specific Directors to be the official spokesperson on specific issues. Approval must be sought from the President by Directors to make statements on behalf of the club.

14. ACCESS TO/ USE OF INFORMATION

Requests to inspect written records or sources of information (e.g. documents, files, etc) are made to the Secretary who is the legal custodian of the Club's records. Such requests must be for information specific to the purpose of fulfilling the Director's duties.

Directors do not have automatic access to information beyond that necessary for the performance of their duties. A current or past Director may not make improper use of information acquired as a Director to gain, directly or indirectly, a financial or material advantage for themselves or someone else, or to harm Rainbow Bay SLSC.

Information will not be released if it is confidential.

15. LEGAL LIABILITIES

15.1 Rainbow Bay SLSC Inc.

As an incorporated Association, Rainbow Bay SLSC is capable in law of suing and being sued and of doing, subject to any restrictions in the Association's Incorporation Act and SCB, SLSQ and SLSA regulations, anything which a natural person could do.

The commonest form of legal proceedings against Rainbow Bay SLSC are those seeking monetary damages for alleged legal wrongdoing (e.g. failing to fulfil a duty of care) committed by an individual member.

Claims by individual members of the club and public are most common. Such claims are managed with and through our Public Liability and WorkCover insurers.

15.2 Directors

As identified earlier, legal authority for Rainbow Bay SLSC (Management Committee) actions is vested in its Directors or staff as individuals.

So long as Directors act in good faith in the performance of their duties, they are protected from claims arising out of those actions. Even if serious mistakes are made, the liability flows to Rainbow Bay SLSC and not to the Director's personally, as long as the mistakes are 'honest' ones. This does not include trading insolvent.

There are some exceptions eg Defamation, Under the Anti-Discrimination Act.

Directors must disclose any conflicts of interest or potential conflicts of interest at the first available meeting of the Management Committee.

16. BOARDS & COMMITTEES

Boards, Special Committees and Sub-Committees may be established by the Management Committee to assist in the management of the Club as provided for in the Constitution and By-Laws and shall report and make recommendations only to the Management Committee and/ or the Club General Meeting.

17. RAINBOW BAY SLSC SUPPORTERS ASSOCIATION INC.

Is an auxiliary organisation formed by Rainbow Bay SLSC as provided for in the Rainbow Bay SLSC Constitution and By-Laws.

The Supporters Association has a duly elected governing committee and operates within its constitution.

The objects for which the Association was established are:

- To conduct fundraising activities on behalf of Rainbow Bay Surf Life Saving Club Inc.
 - To promote, foster, support and encourage the aims and objects of Rainbow Bay Surf Life Saving Club Inc. and all matters pertaining thereto
 - To provide for members and for members' guests a 'club' with all the usual facilities
 - In furtherance of the objectives of the Association, to apply for and obtain and hold a Registered Club Licence or any other licence or licences or permits under the Liquor Act of Queensland and Law of any other Act or Laws for the time being operative
 - In furtherance of the objects to obtain and hold any licence or permission necessary for and to carry on the business of restaurant/ café keeper's and/ or sellers of all kinds of goods, provisions, etc. used or desired by members.
 - To carry on all such activities as may be necessary or convenient for the purposes of the Association or any of them
 - To do all such acts, deeds, matters and things and to enter into and make such agreements as are incidental or conducive to attainment of the objects of the Association or any of them.
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18. RAINBOW BAY'S WEBSITE – www.rainbowbayslsc.com.au

Rainbow Bay's website contains a vast array of information for internal and external stakeholders and the general public.