

**GOVERNANCE GUIDELINES**  
**THE UNIVERSITY BARGE CLUB**

**Approved by the Executive Committee November 2, 2010**

**I. THE REASON FOR THESE GUIDELINES**

This document is a result of the strategic planning process undertaken in the summer/fall of 2010. The Strategic Planning Committee had, as one of its Subcommittees, a Governance Subcommittee. Clifford Pearlman and Greg Heller served as co-chairs of this Subcommittee. Mitch Budman, Howard Greenberg, Merrill Hilf, John Reiss and Lynn Zeitlin were also on the Subcommittee.

The work of the governance Subcommittee was done with an eye to established good governance practices for membership organizations, and attempted to adhere to the following propositions: that the work of decision making bodies should be transparent; that members should know they have the opportunity to offer their input before important decisions are made; that decision making bodies should communicate promptly with members after important decisions are made; that when responsibilities are delegated, they should be delegated to one person, not a group; and that the opportunity to serve on a decision making body should be, and should be perceived to be, open to all members.

As a result of its work, the Subcommittee generated a number of specific proposals, all of them intended to further these goals, and recommended that these be codified in these Governance Guidelines.

These recommendations were presented to the Executive Committee at its September 7, 2010 meeting by Clifford Pearlman and Greg Heller. In connection with that presentation a detailed report setting forth the work of the committee was presented to the Executive Committee.<sup>1</sup> The Executive Committee broadly endorsed the goals of the Subcommittee, and agreed to adopt the majority of the specific proposals presented.

The following Governance Guidelines were adopted by the voting members of the Executive Committee.

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<sup>1</sup> The full report is available in the files of the Secretary.

## II. GUIDELINE REGARDING POLICYMAKING AUTHORITY AND RESPONSIBILITIES OF PRESIDENT AND OTHER CHAIRS AND OFFICERS

Policy decisions are made by the Executive Committee. The operations of the club are the responsibility of the Executive Committee, but are delegated directly to the appropriate officer, appointed person or committee head by the Executive Committee. The President is the club's chief operating officer and has the authority to oversee the officers, appointed persons and committee heads to see that things get done – but ultimate responsibility remains with the Executive Committee

Individuals have responsibility for carrying out certain specific areas of club operations. These responsibilities and accountabilities run to individuals, not committees, even though the individuals with these responsibilities are encouraged to continue to draw upon other club members and committees where appropriate. It is the President's job to see that these individuals in fact discharge these responsibilities.

Detailed recitations of the responsibilities of the President, Treasurer, Secretary, Coxswain, Lilacs Warden, House Committee Chair, Elective Committee Chair and Captain—essentially, job descriptions – are attached.

## III. GUIDELINE REGARDING AGENDA AND MINUTES FOR EXECUTIVE COMMITTEE MEETINGS

Executive Committee meetings are open to all club members, and this will be communicated to the membership regularly. Any member of the Executive Committee can carry any concern of any member to the Executive Committee. Voting at Executive Committee meetings remains subject to and in accordance with the bylaws.

Agenda for Executive Committee meetings will be provided to the membership a week in advance of Executive Committee meetings, and may be accompanied by a brief note from the President directing members' attention to any matters likely to be of unusual significance (or the absence of any such matters). This is to give members a chance to attend if they would like to be heard directly, or to share their views directly with a member of the Executive Committee.

Minutes will be circulated by the Secretary to the Executive Committee within seven days after a meeting, and will be circulated to the members (either directly, or through a notice informing members that they are available on the website) within ten days after the meeting. These minutes will necessarily be identified as "reviewed but not approved," because formal approval will have to await the next Executive Committee meeting. (The Secretary notes that the bylaws expressly grant the President the power to appoint an Assistant Secretary, in the event the additional responsibilities spelled out in these supplements prove overly burdensome.)

#### IV. GUIDELINE REGARDING MEETINGS OF THE MEMBERSHIP

Currently, there is a single meeting of the entire membership, typically held in April. A second membership meeting will be added and will be held in the fall. The agenda for the fall meeting will include the proposed budget for the upcoming year. The Treasurer will prepare an annotated budget in advance of the fall meeting, and will circulate it to the membership fifteen days in advance of the fall membership meeting. The Treasurer will prepare an annotated year end operating statement in advance of the spring membership meeting, and will circulate it to the membership fifteen days in advance of the spring membership meeting.

#### V. GUIDELINE REGARDING NOMINATIONS AND APPOINTMENTS

Under the bylaws, nominations are made by a Nominating Committee. The Chair of the Nominating Committee will make members aware of the composition of that committee, and will clearly communicate to the membership that the committee seeks input and recommendations from the entire membership and will give serious consideration to all input and recommendations.

Under the bylaws, chairs of the Elective, Finance, and House Committees, the Coxswain, and the Lilacs Warden are appointed by the President with the approval of the Executive Committee. In advance of making these appointments, the President will remind the membership of this process and invite those willing to serve as chairs of these committees to come forward for consideration.

## **RESPONSIBILITIES AND DUTIES President as Chief Operating Officer**

**Approved by the Executive Committee: November 2, 2010**

**Charge:** The President as Chief Operating Officer oversees the several officers of the Club, the Executive Committee, the Elective Committee, and all Standing or Special Committees to assure that they are discharging their duties in accordance with the bylaws. The President also appoints certain positions and assures that proper reports are prepared for Executive Committee and Club meetings.

### ***Responsibilities:***

- Chief Operating Officer—Responsible for overseeing the activities of all officers, appointed persons and committee heads to see that responsibilities assigned to them by the Executive Committee are carried out in accordance with agreed upon all policies, and other procedures established by the Executive Committee and meeting all agreed upon standards and measures. Responsible for deciding in a timely fashion all situations where the established guidelines (responsibilities, policies, etc.) are not clear and for taking such matters to the Executive Committee for future resolution.
- Standards and measures—Responsible for recommending to Executive Committee any standards and measures that will apply to each officer, appointed person and committee head in the executions of their responsibilities.
- Resources and support—Responsible for providing officers, appointed persons and committee heads the support needed to achieve their results where problems of resources or cooperation prevent required action.
- Rules—Responsible for enforcing Club rules by assuring that appropriate measures are taken by appropriate officers and committee heads. Responsible for using position's authority to resolve rules issues or refer questions to the Executive Committee as appropriate.
- Meetings—Responsible for running the meetings of the Executive Committee (as its Chair) and the membership and for providing sufficient notice of all such meetings and for publishing an agenda in advance of each meeting.
- Communications—Responsible for establishing and overseeing a communication plan designed to keep the membership informed of all important issues being considered by the Club. Includes assuring that all officers and committee heads that have duties that include posting or distributing information do so in a timely and effective manner.
- Appointments—Responsible for recommending to the Executive Committee Club members to be appointed to the positions of Coxswain, and Chairs of the Standing or Special committees, Captain and delegates. Also responsible for notifying the membership prior to the appointment process so that members who may be interested in serving can be considered.
- Annual budget—Responsible for working with the Treasurer to assure that the annual budget submitted to the Executive Committee adequately provides for such initiatives the COO may feel are necessary for the smooth operation of the Club.
- Long range plan—Responsible for assuring that the long range plan is responsive to changing conditions and that the Executive Committee is engaged in any discussions or decisions that may be required.

**RESPONSIBILITIES AND DUTIES  
TREASURER**

**Approved by the Executive Committee: November 2, 2010**

**Charge:** The Treasurer is responsible for the Club's financial arrangements, financial planning, transactions, recordkeeping and reporting.

***Responsibilities:***

- Annual budget—Responsible for preparing the Club's annual budget by managing the budgeting process, coordinating with all officers and committee chairs who have revenue and/or expense responsibilities. The budget will be available for review by the Executive Committee in September of the year prior to the budget year, working toward approval in December.
- Monitoring results—Responsible for monitoring financial results against budget and keeping the Executive Committee apprised of any variances that are of concern. Also Responsible for advising the Executive Committee on the feasibility of any expenditures that are not in the budget.
- IRS filing—Responsible for the timely preparation and submission of the IRS Form 990.
- Collections—Responsible for the timely billing and collection of membership dues, initiation fees and assessments. This includes having the final authority in granting extended payment terms for members with financial hardships.
- Financial well being—Responsible for monitoring the overall financial well being of the Club and for informing the Executive Committee of any discrepancies, shortfalls or other concerns.
- Reporting—Responsible for the timely reporting of financial results to the Executive Committee and to the membership.
- Membership—Responsible for notifying the President of all changes from one category of class of membership to another, of all resignations and deaths of members, and of fines inflicted and assessments ordered.
- 1871—Responsible for coordinating with the 1871 Foundation funds transfers and payment arrangements for exterior work that may be required should 1871 have insufficient funds.

**RESPONSIBILITIES AND DUTIES  
SECRETARY**

**Approved by the Executive Committee: November 2, 2010**

**Charge:** The Secretary notifies the members of the Club of all meetings and records the proceedings of all such meetings. The Secretary communicates the minutes of the meetings in a timely fashion to promote transparency in governance. The Secretary also maintains all records of interest.

***Accountabilities:***

- Minutes—Responsible for taking attendance and recording the minutes of all Executive Committee and membership meetings. Also responsible for publishing these minutes in a timely fashion.
- Notices of meetings—Responsible to provide notice of all meetings of the Executive Committee or the membership
- Members' records—Responsible for keeping complete records of the members of the Club.
- Records—Responsible to collect and preserve all records and data of interest to the Club
- Communications—Responsible for creating or forwarding all written communications to the Club

## **RESPONSIBILITIES AND DUTIES COXSWAIN**

**Approved by the Executive Committee: November 2, 2010**

**Charge:** The Coxswain is responsible for all activities involving the boats and related equipment, launches, exercise equipment, the Club's tenants and Associate Members. The Coxswain makes recommendations on specific matters to the Executive Committee who makes policy decisions.

***Responsibilities:***

- Boat and equipment storage—Responsible for carrying out the boat storage policy of the Executive Committee. This covers safe, accessible storage of Club and private equipment.
- Launches—Responsible for all activities related to the operation, storage and repair and maintenance of the launches. Responsible for training of all persons who operate the launches. Responsible for making sure the launches are ready for use in regattas.
- Boats and related equipment—Responsible for the repair and maintenance of all rowing equipment owned by the Club. Responsible for ensuring all the sculls and oars are properly stored daily and for surveying all equipment for deficiencies. Responsible for monitoring and ensuring all cross usage of equipment is effected responsibly.
- Purchase of equipment—Responsible for recommending to the Executive Committee any purchases of equipment the Club should consider. Responsible for all activities related to the purchase of all new equipment authorized by the Executive Committee.
- Exercise equipment—Responsible for the condition of the Club's exercise equipment and for recommending to the Executive Committee any upgrades or replacements.
- Equipment budget—Responsible for submitting to the Treasurer for approval by the Executive Committee each year a budget proposal for all expenses and investments for boat and equipment storage, repairs and purchases.
- Locker and storage rentals—Responsible for determining locker assignments, for notifying members of changes in locker assignments and for notifying the Treasurer for billing. Also responsible for private boat storage arrangements, for notifying members of changes and the Treasurer for billing.
- Tenants—Responsible for seeing that the tenants of the Club abide by the terms of their leases and supervise the storage of the tenant equipment. Enforce Boathouse Rules with coaches and students.
- Associate Members—Responsible for the Associate Members (as defined in the by-laws) program including admission of such persons and enforcement of the rules of the membership application and collections of applicable fees. Report to and coordinate with the Elective Committee as directed by the Executive Committee. Recommend to the Executive Committee any changes in the rules for Associate Members and changing the application form as necessary.
- Rules—Responsible for recommending to the Executive Committee changes in Boathouse Rules including boat-handling rules. Responsible for enforcing such rules as they relate to the boat bays, dock and exercise room.
- Log Book—Responsible for maintaining the Log Book, whether paper or electronic, and for compiling the data contained therein for use by others in the Club.
- President's Cup Postings—Responsible for posting the annual member mileage.
- Regattas—Responsible for monitoring and deciding on the use of equipment in regattas. Call out and manage the fleet for Schuylkill Navy or other celebratory events.

## **RESPONSIBILITIES AND DUTIES LILACS WARDEN**

**Approved by the Executive Committee: November 2, 2010**

**Charge:** The Lilacs Warden supplies the Club's day-to-day needs and is responsible for all dances, dinners and other social affairs of the Club and for assisting members in arranging for the use of the Lilacs Room (includes balcony) for private social affairs in accordance with and subject to the rules and regulations of the Executive Committee.

### ***Responsibilities:***

- Traditional Club social affairs—Responsible for all traditional social affairs of the Club. Includes all activities required to organize, conduct and clean up after the four traditional events: Annual Meeting, 100 Mile Row, Family Row and Holiday Annual Dinner.
- Club informal events—Responsible for organizing, conducting and cleaning up after all informal Club events (current examples: UBC/UBC, 4<sup>th</sup> of July, New Year's Eve, two clean up events, HOSR volunteer event and Wednesday evening rows. Etc.)
- Lilacs rentals—Responsible for all aspects of the program to rent the Lilacs Room for use for non-Club events. Assure that all renting parties have been fully briefed on the various rules and restrictions for use of the facilities contained in the rental agreement. Coordinate the security arrangements with the Coxswain.
- Changes in rental practices and agreements—Responsible for recommending to the Executive Committee any changes thought to be desirable in the Lilacs Room use or rental practices including the license (which contains all of the rules and conditions governing rental use).
- Cleanliness of the Lilacs Room and kitchen—Responsible for the cleanliness and orderliness of the Lilacs Room and kitchen after Club or rental events.
- Consumables and refreshments—Responsible for monitoring and replenishing consumables including paper products, soap, towels, etc., and refreshments including bottled water, juices, coffee etc. for daily use. Responsible for sending charges from Juice Log to Treasurer.
- Calendar of events—Responsible for keeping a current calendar of events for the Lilacs Room to include Club functions, meetings, rental commitments. Maintain a current posting of this calendar.
- Lilacs budget—Responsible for submitting to the Treasurer each year a budget proposal for all Lilacs rental income and Club event revenue and expense as a part of the budgeting process.
- Financial matters—Responsible for conveying to the Treasurer all information and money connected with the use of the Lilacs Room and kitchen. This includes: member charges for Club functions, expenses with bills and invoices, deposits and revenue from rentals.
- Facilities— Coordinating with the House Committee Chairman, Responsible for recommending to the Executive Committee any improvements that might be made to the Room, balcony or kitchen, and their decoration, furnishings and equipment that would enhance the usefulness of the facilities for the members and rental prospects. Provide a budget with such a recommendation; such expense items, when approved will become part of the House Committee budget.
- Memorabilia—Responsible for collecting, procuring, storing and displaying Club memorabilia and awards. Engraving bowls with awardees names is the responsibility of the Lilacs Warden.



**RESPONSIBILITIES AND DUTIES  
HOUSE CHAIRMAN**

**Approved by the Executive Committee: November 2, 2010**

**Charge:** The House Chairman maintains cleanliness and physical order in the Boathouse. It preserves, improves, maintains, and repairs all interior leasehold improvements (visible surfaces, appliances, lavatories, showers, systems, etc.) and Club-owned property (furnishings, décor, [bike rack]).

***Responsibilities:***

- Cleaning and laundry services—Responsible for maintaining and monitoring contracts for scheduled cleaning and laundry services.
- Repairs and replacements—Responsible for accomplishing needed repairs and maintenance to the Club's interior, possessions, landscaping and systems (plumbing, electrical, hot water, gas fireplace, exterminator) either by procuring voluntary services from members or contracting with outsiders. All needed repairs or replacements (in excess of \$2,000.00) not contained in the current budget must be approved by the Executive Committee.
- House budget—Responsible for submitting to the Treasurer for approval by Executive Committee each year a budget proposal for all house expenses and investments as a part of the budgeting process, and to be implemented on January 1.
- Trash removal—Responsible for the timely removal of trash and recyclables, and posting guidelines for the membership.
- Wear items—Responsible for preserving and monitoring furniture and other wear items, including flags, slipcovers, etc., and replacing them as necessary.
- Security & Safety— Responsible for procuring and maintaining a security system for the Boathouse and for assuring that fire extinguishers and first aid kit is in working order. Responsible for preparing and communicating security procedures to members and the Lilacs Warden for Lilacs events.

**RESPONSIBILITIES AND DUTIES  
ELECTIVE COMMITTEE CHAIRMAN**

**Approved by the Executive Committee: November 2, 2010**

**Charge:** The Elective Committee Chair receives all applications for membership and, in collaboration with the Elective Committee acts on such applications. The Committee also guides and instructs sponsors in the elections process and the orientation of the new members.

***Responsibilities:***

- Membership policy—Responsible for implementing the standing membership policy approved by the Executive Committee. Responsible for recommending changes to the policy such as rules and criteria for election to all classes of membership, not conflicting with the Charter or Bylaws and subject to approval of the Executive Committee.
- Membership goals—Responsible for recommending to the Executive Committee for its approval the target number of members in each member classification. Also Responsible for working with the membership to identify and attract prospects for the different categories.
- Enforcement of guest mileage rules—Responsible for insuring that the rules governing miles rowed by guests are approved by the Executive Committee. Responsible for enforcing such rules with the cooperation of the sponsor; enlists Captain and Coxswain to help in enforcement.
- Receipt of applications—Responsible for receiving all applications for membership and with the Committee approve or reject such applications within 90 days.
- Guiding sponsors—Guides and instructs sponsors seeking to nominate prospective members. After election, helps sponsors integrate new members into the Club's social life and daily activities.

## **RESPONSIBILITIES AND DUTIES CAPTAIN**

**Approved by the Executive Committee: November 2, 2010**

**Charge:** The Captain is responsible for aiding Club members who wish assistance in participating in organized crews for competitive or recreational rowing including daily rows, regattas and inter-club and intra-club competition

***Responsibilities:***

- Member contact—Responsible for making contact with UBC members to ensure they are aware of opportunities to row in crews and to encourage participation.
- Regattas —As warranted responsible for facilitating the regatta entry process by identifying members interested in specific events, proposing crews and collecting entry fees and waiver forms, for UBC competitors.
- Inter-Club and Intra- Club Competition— As warranted responsible for being the main contact for inter and intra club competitions. Organize events and crews for the competitions. Inform the Lilacs Warden of the time, place and number of participants.
- Regatta equipment—Responsible for consulting with the Coxswain to ensure the availability and equitable use of UBC equipment for crews proposed for regattas.