

Heyrose Golf Club 2024 Ltd

Roles and Responsibilities

Introduction

The Clubs Articles of Association set down aspects of the management and running of the Club that are required by Company Law, including the responsibilities and authority of the Directors appointed by the Members to run the Club on their behalf.

The roles, responsibilities and procedures described in this document cover the day to day running of the Club. The document is subordinate to the Articles of Association and if there is any conflict between these documents, the Articles of Association prevail.

The primary aims of this document are threefold:

- I. To provide clarity on the way the authority given to Directors individually and collectively is exercised in practice. This is normally through the delegation of authority to the various committees and sub committees mentioned in this document.
- II. To provide a framework and guidance that ensures that decisions are made consistently and fairly in the best interests of the club.
- III. To set out the standards and operating procedures that have been agreed by the Board of Directors. Reviews of this document will be conducted from time to time to ensure all policies and procedures remain appropriate.

1. Directors

Board of Directors

Overall responsibility for running the Club rests collectively with the Board of Directors in compliance with the club's Articles of Association.

The Directors are elected by the Members and given the authority to manage the Club on behalf of Members.

The Chair is appointed by the Directors in accordance with the Articles of Association

The Directors decide what powers and authority they delegate to individual Directors, committees and sub-committees.

The club operates through regular meetings of Directors, and the appointed committees and sub-committees exercising their delegated powers.

The Gents Captain and Lady Captain may attend Board meetings, but do not have voting rights.

This document sets out how the authority of individual Members is exercised, by outlining the responsibilities of Directors and how their collective responsibilities may be delegated to individual Directors, committees, sub-committees and officials.

Responsibilities of the Board of Directors

The Board delegates the running of Club activities to officials, committees and sub-committees as set out in this document. The Board, however, retains the following specific authorities for itself.

Staff

Changing staff establishment numbers
Appointment or dismissal of staff
Salary awards and bonuses
Ex gratia payments to staff
Any major changes to conditions of employment

Finance

Agreement of annual budget (revenue and capital) and revisions
Approval of annual accounts for presentation to Members
Changing Club bankers
Obtaining new credit arrangements, loans or facilities

Contracts and Leases

Approval of any contract for goods or services with a potential duration of three years or more or for any contract with an annual value in excess of £5000.

Property

The acquisition or disposal of land and/or buildings either by acquisition or lease
Obtaining or granting rights to land and buildings by way of lease

Greens

Projects which affect the layout of the course, including removing and creating bunkers and water hazards, repositioning tee boxes, substantial planting or removal of trees and similar shrubbery, and ecological areas.

The Winter Programme

The Summer Programme

Golf

Final approval of the annual programme of competitions. In practice delegated to the Golf Committee.

Entry requirements for Club competitions. In practice delegated to the Golf Committee

Green Fees

Operations

Clubhouse use, layout or change of function.

Social

Final approval of Annual Social programme

Membership

Consideration of new applications for membership.

Opening, amending or closing categories of membership

Approval of annual subscriptions and entry fees; both those needing further approval by Members and those determined by the Board.

Policies

Adding new policies or amending or deleting existing policies

Emergency action

Occasionally urgent action is needed between meetings on issues where authority has not been delegated to individuals or committees. In these circumstances, all decisions must be reported to the Board for their endorsement at their next meeting.

2. Finance

Finance Director

Overall budgetary control rests with the Director with responsibility for finance. The Annual Budget is set each year by the Board in August/September for the following financial year. It is then reviewed each May/June once membership numbers become clear.

Every area of budget activity is allocated to a member of staff (Budget Holder) and a member of the Board for oversight.

The Director with responsibility for Finance will bring financial reports to the Board monthly. At the end of each quarter a detailed budget breakdown is to be presented to the Board, identifying actual and likely variances.

Financial Delegation for budgeted expenditure

Greens

Up to £1,000 - Head Greenkeeper

Over £1,000 - Head Greenkeeper; Chair of Greens committee and Director with responsibility for finance

With the agreement of the Director with responsibility for finance, a higher or lower limit may be set for certain suppliers.

Bar

Up to £500 - Bar Manager

£500 - £1,000 Bar Manager and Operations Chair or Director

Over £1000 – Operations Chair and Director with responsibility for finance.

With the agreement of the Operations Chair, or Director with responsibility for finance, a higher limit may be set for certain suppliers.

Catering

Up to £250 - Catering Supervisor

£250 - £1,000- Catering Supervisor and Operations Chair or Director.

Over £1000 – Operations Chair and Director with responsibility for finance.

With the agreement of the Operations lead, or Director with responsibility for finance, a higher limit may be set for certain suppliers.

Other Expenditure

Up to £500 - Director with responsibility for finance

Over £500 – Board

Payroll

Administered by accountants Xeinaidin Phillip Carroll. Authorised retrospectively by the Director with responsibility for finance.

Financial Write Offs

Up to £50 – Office Manager

Up to £500 - Director with responsibility for finance

Over £500 - Board

Standing Authority

The Director with responsibility for finance, has the standing authority to commit expenditure, or agree a reduction in income of up to £1,000.

3. Outline Responsibilities of the Club Officials

Men's Captain

The Men's Captain's duties include.

Representing the Club at events or activities specific to the Men's section.

Working with the Golf Committee, in managing the annual calendar of competitions, matches and social events.

Working with the Social Committee, managing the annual calendar of social events

Working with the Greens Committee, advising on course set up and routine maintenance.

Ladies Captain

The Lady Captain's duties include:

Representing the Club at events or activities specific to the Ladies' section.

Working with the Golf Committee, in managing the annual calendar of competitions and matches.

Working with the Social Committee, managing the annual calendar of social events

Working with the Greens Committee, advising on course set up and routine maintenance.

Office Manager

An office manager will be appointed by the Board to ensure the smooth running of the Club office as directed by the Board.

4. Committees

The Club's committees and sub committees and their objectives will be as follows.

Finance

Maintain an overview of the Clubs financial position.

Provide support to the development of budgets, financial reports and the annual accounts.

Consider and recommend changes to annual subscriptions.

Processing membership applications

Greens Committee

Management of staff work programmes for routine course maintenance.

Staff training.

Preparation of Summer and Winter programmes of work and projects.

Maintenance of machinery.

Capital replacement plan.

Course set up.

Line management of Head Greenkeeper.

Golf Committee

This is a high-level committee with the main objective being to bring all sections of the club together to ensure a joined-up approach.

Final **review, approval and publication** of the annual programme of competitions **proposed by the** captains.

Handicaps

Course set up (with Greens)

Annual social calendar, organising social events.

Trophy & Honours Board management

Liaison with Cheshire Union of Golf Clubs and England Golf for all Club wide matters.

Although the Golf Committee will have overall responsibility for the areas listed above, they may delegate to the following sub committees.

Gents Committee

Agreeing and drawing up the annual programme of gent's competitions

Responsibility for ensuring all gents competitions are set up on our IT systems.

Setting rules, **including entry requirements**, for gent's competitions and keeping these updated.

Opening and closing individual competitions and ensuring results published timeously.

All references to gents' competitions above include mixed competitions **where appropriate**.

Selection of gents and mixed teams for all external competitions and liaison with other clubs in organising matches.

Responsibility for social events that are wholly within the remit of the gent's section.

Welcoming new Members and facilitating their inclusion in club life.

Assisting Mr. Captain in fulfilling his duties. In particular prize presentations and Mr. Captain's week

Delegated responsibility for disciplinary procedures as far as they relate to competitions organised by the gents committee. The overall disciplinary procedure, described in a separate document, will be followed as appropriate.

Gents Seniors

The seniors section operates as a subgroup under the oversight of the gents committee. The section holds its own meeting annually at which officers are elected.

Juniors

Junior Golf is organised by the professional

Ladies

Agreeing and drawing up the annual programme of ladies' competitions

Responsibility for ensuring all ladies' competitions are set up on our IT systems.

Setting rules for ladies' competitions and keeping these updated.

Opening and closing individual competitions and ensuring results published timeously.

All references to ladies' competitions above include mixed competitions that are the responsibility of the ladies section.

Selection of teams for all external competitions and liaison with other clubs in organising matches.

Responsibility for social events that are wholly within the remit of the ladies' section.

Welcoming new Members and facilitating their inclusion in club life.

Assisting Lady Captain in fulfilling her duties. In particular prize presentations and Lady Captain's Day.

Responsibility for overseeing the financial operation of the Ladies' section's funds.

Delegated responsibility for disciplinary procedures as far as they relate to competitions organised by the ladies committee. The overall disciplinary procedure, described in a separate document, will be followed as appropriate.

Marketing

Promotion of the Club.

Seeking sponsorship opportunities

Increasing membership numbers and trading activities.

Information Technology {IT}

Maintaining the Club's IT hardware, software and systems.

Operations

Clubhouse facilities and maintenance

Bar and catering

Staff training

Work rota.

Line management of clubhouse staff

Health & Safety

To do what is reasonably practicable to ensure the Health and Safety of Employees, Golfers (Members and paying visitors), and all visiting members of the public lawfully on the Club Property/premises, by carrying out a continuous proactive monitoring of all aspects of the Club activities from a Health and Safety perspective and seeking professional help where necessary /required to meet its responsibilities.

Other Provisions

The Men's Captain, Ladies Captain and Chair are automatically members of all Club committees, although their attendance is not part of the committee quorum.

The Board may appoint additional committees should the need arise.

Appendix 1

Elections

As a general principle members who will be undertaking roles previously undertaken by the proprietors will be elected by the members at the company's annual general meeting.

The golf sections previously run by the members will continue to operate under their existing arrangements.

As far as committees go this will result in members and chairs of the following committees being elected at the AGM.

Finance

Greens

Operations

Health and Safety

Marketing

IT

Golf – In this category because of overarching role.

The remaining committees and their officers will be elected by the relevant section under existing arrangements.

Ladies

Gents

Seniors

Appendix 2

Election of Captains

The officials of the Club will include the Men's and Ladies Captains and Vice Captains and the Ladies and Gents Senior Organisers. They are elected to office under procedures laid down by each section.

Although these procedures are not within the remit of this document the current processes are set out here for reference.

Men's Captain

The nomination process is centered around selecting a Vice Captain to serve for two years, the first as Vice-Captain and the second as Captain.

Towards the end of August, the current Captain will convene a confidential meeting of the current Chair & Vice-Captain and such past captains as he considers appropriate (Nomination Committee). At that meeting the Chair, Captain & Vice Captain should suggest a maximum of 3 possible candidates for the following years Vice Captaincy and the rationale for their choice. At the meeting there should be an open discussion about every candidate and how well they would fit the profile of a good Captain, taking into consideration the factors listed below.

It is recommended that a decision is not taken at this meeting, but at a second confidential meeting one or two weeks later. This will allow each attendee to reflect on the outcome(s) of the initial meeting.

Once a decision has been made and in confidence, the Chair should validate the first choice candidate with the remainder of the current Board. In the unlikely event the nomination is not validated by the Board they will refer it back to the Chair with an explanation for the Nomination Committee to consider.

Following validation, the Chair should formally invite the candidate to accept the nomination. If this is declined the Chair should arrange another meeting of the Nomination Committee, until a candidate has accepted the nomination.

All parties must keep the nomination confidential until announced following the annual past Captains and committee away trip at which all past Captain's present will be invited to support the nomination.

Ladies' Captain and Vice-Captain

Selected Lady Vice Captain is for a two- year term - the first year to be served as Lady Vice Captain and the second year as Ladies Captain.

The selection process is as follows:

Towards the end of August, the Lady Captain will convene a confidential meeting of the Lady Captain and such past Lady Captains as she considers appropriate (Selection Committee).

At that meeting the Past Lady Captains and current Lady Captain should nominate a maximum of 3 possible candidates and the rationale for their choice. There should then be an open discussion about every candidate and how well they would fit the profile of a good Captain. The decision on the Lady Vice Captain for the following year is made at this meeting and the possible alternative candidates, in order of preference, will be noted.

Following this selection, the current Lady Captain will then seek validation from the current Board.

On receipt of this validation, the current Lady Captain shall then formally invite the proposed candidate to accept the nomination.

If this is declined, the procedure will be repeated for the second alternative candidate until such time a candidate has accepted the nomination,

Factors to be considered when nominating the future Captains .

The Nomination/Selection Committees will have regard to the candidate's ability to support the club as outlined in this document.

Record as an active Member of the Club in supporting the Board either directly or indirectly (e.g., through the sub-committees, administrative assistance, team organisation etc.)

Ability and willingness to support the Club at both internal and external events (e.g., major competitions; hosting sponsors; social events).

Ability to be a good ambassador for the Club.

Appendix 3

Election of Committees and Chairs

The Clubs committees and sub committees will be appointed by the following process.

On or shortly after 1 June 2024 the Board appointed Chairs and Members of the committees formed to take on the roles previously undertaken by the proprietors and detailed at Appendix 1 above. The Chairs and Members of these committees will serve until the first Annual General Meeting of the Club.

At this meeting, the Board will offer nominations to the membership for all Members and Chairs of committees, having prior to the meeting sought expressions of interest from Members interested in serving on these committees. The Board's nominations will be circulated with the formal notice calling the meeting.

It will be open to any Member to offer themselves for election to any of the said roles provided they are proposed and seconded in advance of the meeting by Members attending the meeting.

If a Member stands for election as Chair of any committee and they are not the Member proposed by the Board, there will be an election by show of hands to elect the Chair of that committee.

Under the company's Articles the Board will set out the numbers of Members to serve on each committee. If Members who have not been nominated by the Board stand for election as ordinary Members of any committee, then the Directors present at the meeting will consider adding them to the Board nominations and increasing the size of the committee accordingly.

If there are more nominations than places on the committee then the Members to serve on the committee will be elected by poll with the nominees receiving the highest number of votes being elected in descending order until the required number of vacancies is filled. In such a poll each Member may only vote once for a single candidate.

All Chairs and Members of any of the club's committees will serve for a period of 12 months until the next Annual General Meeting. At all future Annual General Meetings, the process above will be repeated and Chairs and Members of committees retiring may be nominated by the Board or offer themselves for re-election if proposed and seconded as above.

Appendix 4

Election of Directors

Rules for the election of Directors are set out in the company's Articles of Association so are not repeated here.

The company's Articles allow considerable flexibility on the number of Directors who can serve and their term of office. Subject to this our procedures will be as follows.

To ensure the Board of Directors operates efficiently and a fair sharing of the work load we will have at least four but no more than six Directors.

Directors will serve for a maximum of three years after which they will stand down. They may offer themselves for election for a further term.

To ensure continuity whilst offering the opportunity to Members to put themselves forward for election to the Board the Directors will endeavour to ensure that two of their number stand down each year. Once again Directors standing down may offer themselves for election for a further term.