



Information for Members

Flag Officer¹ Membership of the BYS Executive Committee

A. INTRODUCTION

1. The BYS Rules concerning governance of the Club were substantially altered at the 2019 HYGM with effect from 1 July 2019 (the '2019 changes'). The principal changes were as follows:
 - (a) The General Committee was replaced with a new body called the Executive Committee (EC).
 - (b) New sub-committees were established called:
 - (i) the Membership Committee, to be chaired by the Rear Commodore (RC); and
 - (ii) the Clubhouse & Operations Committee, to be chaired by the Vice Commodore (VC).
 - (c) The Safe Boat Harbour Committee was replaced by a new Marina Committee.
 - (d) The existing Sailing Committee and Audit, Risk & Finance Committee were retained unchanged.
 - (e) With the exception of the Commodore, Flag Officers would not henceforth be members of the Executive Committee, although they would be entitled to attend meetings of the Executive Committee.
2. As far as the Flag Officer changes are concerned, the motivation behind the 2019 changes may be summarised as follows:
 - (a) The Club had changed substantially since the Rules were last reviewed (in 2012). What was a business run by volunteers in conjunction with a small number of paid staff and much lower turnover in 2012 was now a business with substantial turnover and many paid full-time and casual staff. Despite this most of the important governance and structural tasks were still the province of a small number of volunteers, primarily the General Committee.
 - (b) The workload of the General Committee going forward was seen as unsustainable.
 - (c) The new sub-committee structure would divest the EC of a good part of its workload in relation to 'day-to-day' operations of the Club, allowing it to concentrate on higher-level matters.
 - (d) Having the Club Captain, VC and the RC chair the Sailing, Membership and C&O sub-committees without being required to attend EC meetings would reduce their workload and, in the case of the VC and the RC, give them experience in running Club committees while learning more about the Club's day-to-day operations. Note that prior to the 2019 changes, the VC and RC had no formal roles outside the General Committee.

B. CURRENT POSITION

It is now almost 5 years since the 2019 changes were introduced. Some observations may be made as to operation of the 2019 changes in that time as regards Flag Officers:

- (a) Flag Officers generally attend all meetings of the EC and participate fully in discussions concerning all matters on the agenda but, as noted, are not entitled to vote.

¹ Note that for ease of reference in this paper 'Flag Officers' means the Vice Commodore, the Rear Commodore and the Club Captain. The Commodore is already a member of the EC and has full voting rights.



- (b) Flag Officers are chairing sub-committees as required by the Rules (VC for Clubhouse & Operations, RC for Membership, CC for Sailing) and lead discussions at the EC in relation to those sub-committees' reports and proposals.
- (c) The experience of the VC and RC in the lead-up to being elected Commodore has been greatly enhanced, although because of the practice of attending all EC meetings, their workload has increased rather than decreased.

C. SOME COMMENTS ON THE CURRENT POSITION

1. The 2019 changes have been overwhelmingly beneficial for the Club's operation and governance. Although there were already sub-committees for the Marina, Sailing and Finance/Risk, we now have a large number of volunteers contributing to, participating in and implementing decisions across the Club, including Membership and the Clubhouse & Operations. The EC's workload and deliberations benefit enormously from that contribution, of which a few examples include:

- (a) Completely overhauling the process by which new members are interviewed and inducted;
- (b) Interviewing and inducting new members on a monthly basis;
- (c) Developing and revising a number of membership categories;
- (d) Developing BYS merchandise;
- (e) Initiating, investigating and implementation of the solar panel project;
- (f) Improvements to Club storage in the Junior Lounge area; and
- (g) Initiating and planning the current refurbishment to the SWR and Racing Lounge.

Not only has all of this work saved the members of the EC considerable time and effort, it has enabled the implementation of initiatives and changes that might not have been possible.

2. However, with the benefit of hindsight, it appears the 2019 changes may have under-estimated the extent to which Flag Officers want to be involved in decision making in relation to both operational and high-level matters. Although Flag Officers are not required to attend EC meetings, the reality is that they do. They are interested in what is happening at the highest level of the Club across the board, and having that knowledge is seen as an essential part of the process of developing the skills required to be Commodore.
3. Further, Flag Officers are naturally seen as the 'go-to' people for members to raise issues of concern, suggest improvements, deliver brickbats or praise and so on, regardless of whether it is within their direct area of responsibility. That direct input from members to the Flag Officers might otherwise not be harnessed, which would be a loss to the deliberations of the EC.
4. Flag Officers are regarded by members as some of the most important people around the Club. They are in every sense regarded as Club officials and it might well seem odd to many members that they are not required to be officially involved in the operation of the Club at the 'top level' or have a vote on such matters.
5. Although it might be said that the solution to the extra workload issue is to remove the right of the Flag Officers to attend EC meetings, it is the view of the EC that this is not desirable, and indeed would be counter-productive to the development of the VC and RC in the lead up to becoming Commodore.
6. Separately, there is arguably a governance anomaly between persons being designated as Flag Officers of the Club, yet not having any formal role in the decision making of the Club at its highest level. As



noted, although Flag Officers are not required to attend EC meetings, the reality is that they do. They also participate in making decisions that affect the whole, or a substantial part, of the operations of the Club. They are therefore arguably 'officers' within the meaning of the legislation that governs the Club, with all the obligations that attach to that role. If they are going to be regarded as such, then they should have a vote, given their status within the Club generally and their member facing role.

D. THE WAY FORWARD

1. For these reasons, the EC has approved the submission to Members of the proposed resolution in the Notice of Meeting, the effect of which is to change the BYS Rules to make all Flag Officers members of the EC with full voting rights.
2. In addition, the current BYS Rules do not contain a provision to deal with an equality of votes on the EC. This can happen whether the EC is constituted by an odd or even number of members if one or more persons is absent but a quorum present. It is therefore also proposed to include a Rule to provide that where there is an equality of votes, the Chair of the meeting has a casting vote.
3. There is also an alteration to allow the Secretary to attend EC meetings as of right.