



# CORK POLICY MANUAL

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## **LIST OF CONTENTS**

### **INTRODUCTION**

### **PART ONE – GOVERNANCE FRAMEWORK**

1. Legal Authority
2. CORK Membership
3. Board Role and Responsibilities
  - 3.1 Responsibilities  
-See also CORK Strategic Plan and Risk Management Plan (TBD)
  - 3.2 Composition
  - 3.3 Conduct
  - 3.4 Meetings
  - 3.5 Annual Planning Timeline
  - 3.6 Committees
  - 3.7 Events Planning Group
  - 3.8 Event Execution Teams
  - 3.9 Race Advisory Committee
  - 3.10 Safety  
-See also Safety Policy and Safety Plan
4. Executive Director
5. Event Services
  - 5.2 Contact With Classes
  - 5.3 Equipment Owned by CORK
6. Finance
  - 6.1 Responsibilities
  - 6.2 Compliance and Audit
  - 6.3 Budgetting
  - 6.4 Legacy
  - 6.5 Investment
  - 6.6 Delegations
7. Board Policies and Documentation
  - 7.2 Review
  - 7.3 Documents
  - 7.4 Procedures Manual
  - 7.5 Record Keeping

### **COMMITTEE AND GROUP TERMS OF REFERENCE**

- Appendix: A. Volunteer Care
- B. Finance

- C. Human Resources
- D. Governance
- E. Nominating
- F. Sponsorship
- G. Events Planning Group
- H. Event Execution Teams

## **PART TWO – POLICIES**

### Policy: A. Policy Overview and Review Responsibilities

- CADP - Canadian Anti-Doping Program
- Cork Accessibility Policy
- CORK Code of Conduct
- Cork Complaints Policy
- Cork Harassment and Discrimination Policy
- Cork Oath of Office
- Cork Policy Manual
- Cork Policy on loan of equipment
- Cork Privacy Policy
- Cork Registration Cancellation Policy
- Cork Safety Policy
- Cork Whistleblower Policy
- Cork Workplace Violence Policy
- Ontario Sailing Concussion Policies and Procedures

## **INTRODUCTION**

The By-Laws require that the Board of Directors prepare and approve a “Policy Manual” intended as easy reference to subjects including the organizational structure of CORK, race management, safety practices, etc. The Board is also empowered to prescribe such other policies, rules and regulations as it deems expedient relating to the management and operation of CORK.

In addition to the Policy Manual, CORK has developed a variety of governance documents such as Terms of Reference (mandates) for the various committees of the Board and sub-organizations such as the Event Planning Group and Event Execution Teams, a strategic plan, and an Annual Planning Timeline for use as a checklist of corporate, administrative and operational tasks and responsibilities. In order to facilitate an overview of all the CORK policy documentation, they are included in the appropriate sections of the Table of Contents of this Policy Manual.

## 1. LEGAL AUTHORITY

1.1 CORK's current charter (Letters Patent of Amalgamation issued May 29, 2003 under the Corporations Act of Ontario) sets out its "objects" or corporate purposes as follows:

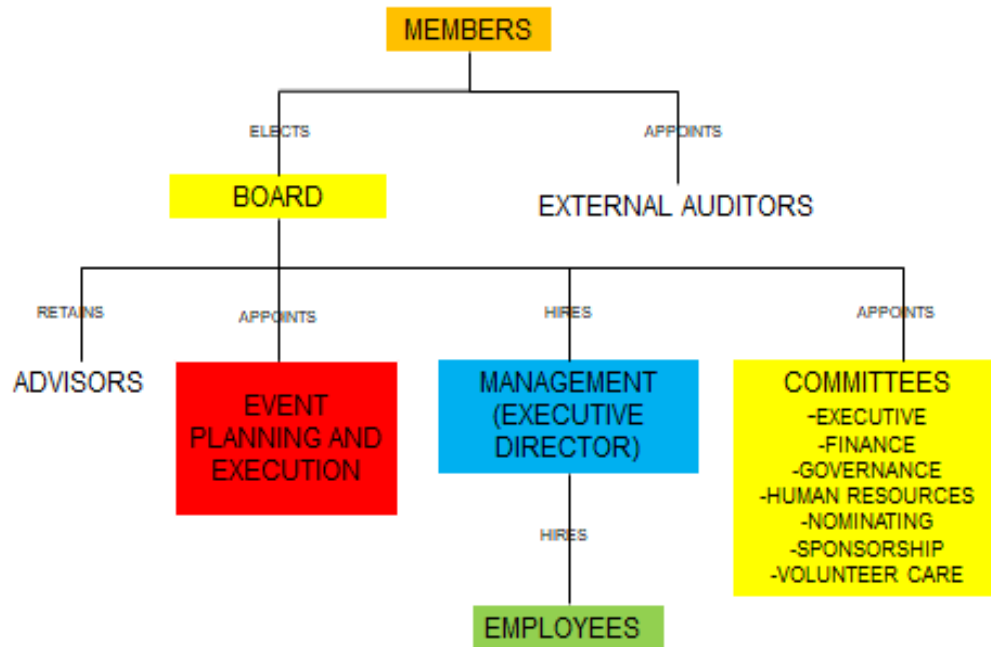
- a) "To encourage and promote sailing and the training of Canadian sailors for Olympic sailing racing and for such purposes to arrange sailing races, matches and competitions at Kingston;
- b) To promote, develop and organize all aspects of sailing, both recreational and competitive;
- c) To provide regatta management, coaching and training for athletes, coaches volunteer and race management officials;
- d) Special provisions:
  - i. To sell and distribute souvenirs, photographs, mementos and similar articles, and
  - ii. To print, publish, sell and distribute literature;
  - iii. To collect monies by way of entry fees, donations to otherwise, to accept gifts, legacies, devises and bequests, and to hold, invest, expend or deal with the same in furtherance of the objects of the Corporation
  - iv. The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions shall be used in promoting its objects."

1.2 The Board of Directors of CORK is accountable to its membership for ensuring compliance with these objects.

1.3 Amendment of the charter requires governmental approval. CORK's governance and administration are also subject to its by-laws (By-Law No. 1 dated November 13, 2004, as amended February 4, 2012, referenced here as the By-Laws), which may be amended by the Board of Directors and subject to the approval of the membership.

1.4 CORK's basic governance framework is depicted below.

# CORK CORPORATE GOVERNANCE



## 2. CORK MEMBERSHIP

2.1 Membership is offered to individuals or legal entities who have demonstrated a continued support for CORK or to individuals or entities whose membership would be considered to be of benefit to CORK.

2.2 Members are invited to submit nominations for new membership to the Secretary, no later than 30 days before the Annual General Meeting (AGM). These recommendations will be submitted to the Board of Directors for approval before the AGM. New members will be invited to the AGM where a list of newly appointed members will be presented.

2.3 Membership privileges will include invitation to all general meetings (and planned social events).

2.4 The organization may establish honorary positions.

2.5 The following entities are also members of CORK, with the rights and privileges thereof: Sail Canada, Ontario Sailing, and Kingston Yacht Club, in each case represented by the individual holding from time to time the title of President or Commodore, as the case may be.

### 3. BOARD ROLE & RESPONSIBILITIES

3.1 **RESPONSIBILITIES.** The Board of Directors is responsible for managing the affairs of CORK, and is charged with the strategic oversight and direction of the organization, including:

- a) Developing and implementing a strategic vision for the organization
- b) Establishing and updating board policies
- c) Appointing and supervising board committees
- d) Appointing and supervising groups for event planning and execution
- e) Hiring and supervising an Executive Director
- f) Overseeing the financial health of the organization
- g) Managing risks to the organization

3.2 **COMPOSITION.** The composition and powers of the Board of Directors shall be in accordance with the By-Laws. The By-Laws currently call for a board of 11 directors. It is a hybrid board with a mix of strategic and operational focus. The strategic aspect is essential for such responsibilities as developing and implementing a strategic vision, overseeing financial health and managing risk. At the same time, a degree of operational focus is required for appointing and supervising groups for event planning and execution. Thus, the board will be composed of sailors and non-sailors representing business, financial and sport technical backgrounds; of varying age and gender; and of experienced and new directors. Geographic representation can also be a factor in nominations. The board may also invite guests to attend meetings from time to time, in accordance with the By-Laws, including representatives of other organizations such as Sail Canada; Kingston Yacht Club; Ontario Sailing; the City of Kingston and the Kingston Economic Development Corporation/Tourism Kingston.

3.3 **OFFICERS.** The By-laws call for three officers (a Chairman, a Secretary and a Treasurer), and allow for the appointment of “such other officers” as the Board may determine from time to time. Officers are to be elected by the Board “from among their number”. The duties of the officers set out in the By-Laws can be summarized as:

Chairman: presides at all member and board meetings (and if absent or unable, is replaced, in order, by the Secretary, the Treasurer, or a director chosen by resolution of those attending the meeting).

Secretary: acts as clerk to the Board; directs the recording of minutes; gives all notices required to members and to directors; acts as custodian of the corporate seal and of all books,

records, contracts and other documents of CORK; as well as such other duties as may from time to time be determined by the Board.

Treasurer: has custody of the funds and securities of CORK; keeps record of all assets, liabilities, receipts and disbursements in proper books of account; makes deposits to the financial institution designated by the Board; disburses funds under the direction of the Board; renders to the Board an account of transactions and of CORK's financial position; as well as such other duties as may from time to time be determined by the Board.

Other officers' duties: are as per the terms of their engagement or as the Board requires.

Any documents signed by the Chair and one other officer are binding on CORK. The Board may also from time to time by resolution grant signing authority to one or more officers.

**3.4 CONDUCT.** Certain expectations of directors (and other officials of CORK) are contained in the Oath of Office, Code of Conduct and Conflict of Interest Policy.

**3.5 MEETINGS.** The Board will normally meet every two months, subject to other meetings being called in the interim, and may meet face-to-face, electronically or a combination of the two. In accordance with the By-Laws, decisions will be by majority vote and minutes of meetings kept.

**3.6 ANNUAL PLANNING TIMELINE.** The work of the Board will be guided by an Annual Planning Timeline containing milestones for required board approvals, committee reports and operational planning. This plan will be adjusted and approved for each upcoming year.

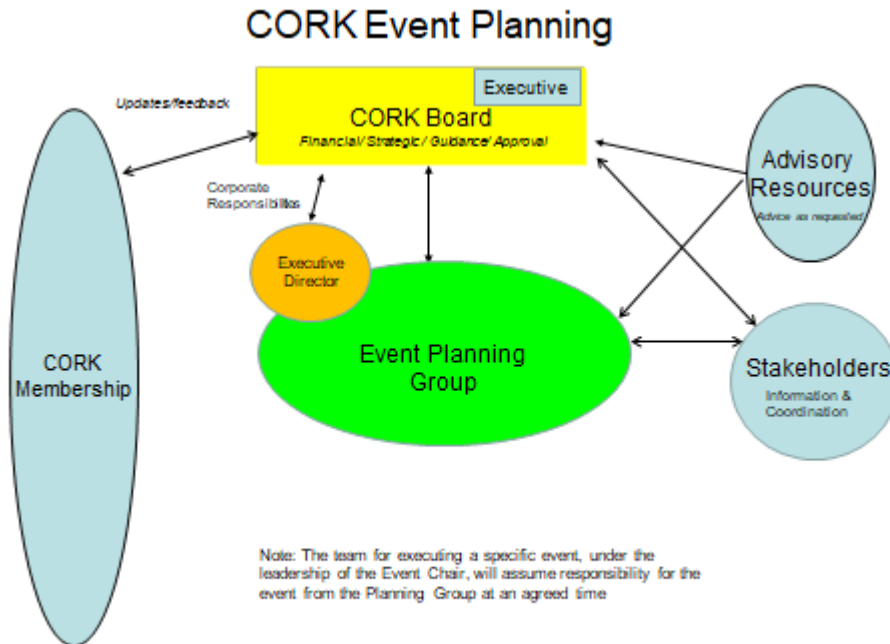
**3.7 COMMITTEES.** The By-Laws mandate two committees of the Board (an executive committee and a nomination committee) and empowers the Board to appoint other committees to carry out specific aspects of its mandate. The current committees of the Board are listed in the chart below and their terms of reference are included as appendices. They shall report to the Board in accordance with the timing stated in the chart. These committees may meet face-to-face, electronically or a combination of the two.

<b>Name</b>	<b>TYPE</b>	<b>Mandate</b>	<b>Reporting (Minimum requirements)</b>
Executive Committee	Standing	Support the Board in making decisions that do not require the full Board input or in preparation for presentation to the full Board	To the BOD meeting following a meeting or decision by the Executive Committee
Finance Committee	Standing	Oversee financial management of CORK	As required, normally to each meeting of the Board

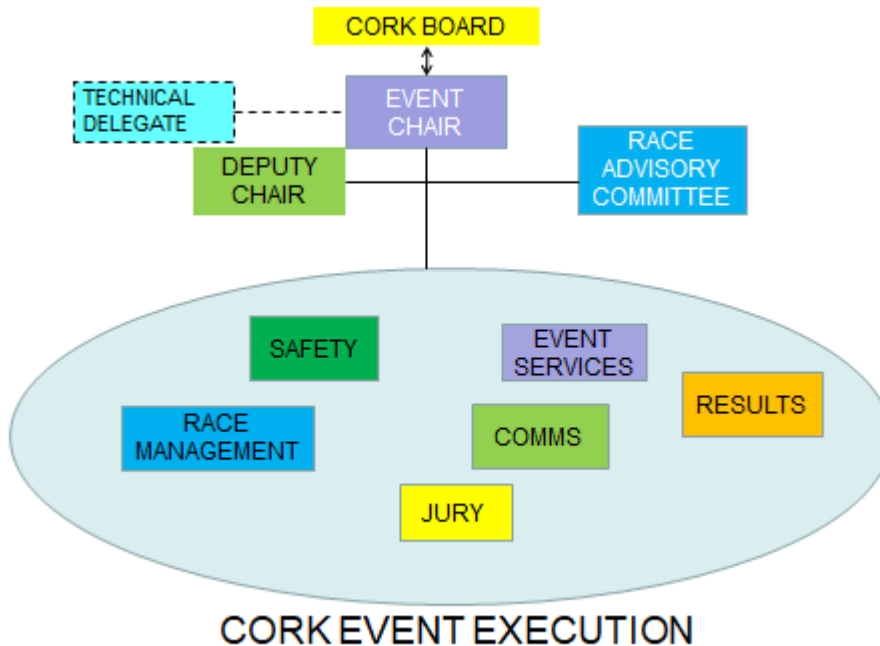


Governance Committee	Standing	Monitor compliance with government standards and CORK Board strategic priorities	Progress reports to Board meetings and annually before AGM on By-Laws and Governance policies
HR Committee	Standing	Assist the Board with HR management and ensure CORK has an effective organisational HR structure	To the Board meeting following a meeting of the committee and annually on staff evaluation and remuneration
Nominating Committee	Standing	Source candidates to the CORK Board that will be able to provide effective governance leadership for CORK	To AGM and to Board prior to AGM as per By-Law requirements
Sponsorship and Donations Committee	Working	Lead efforts to obtain and retain sponsorships and donations	Semi-annually to the Board in early new year and at end of regatta season
Volunteer Care Committee	Working	Lead efforts to make sure volunteers feel valued and eager to return	Semi-annually to the Board in Spring and Fall

**3.8 EVENTS PLANNING GROUP.** The Board of Directors delegates operational authority to two organizations charged with planning and executing sailing competitions, including the approval of operational procedures. The first of these is the Events Planning Group that will be in effect throughout the year and responsible to the Board for the planning of all sailing events. Specific terms of reference are provided in the appendices. Where this group fits in the CORK organization is depicted in the following figure.



**3.9 EVENT EXECUTION TEAMS.** The second type of organization will be the Event Execution Teams, each of which will come into effect at the start of the event for which it has been created and be responsible for the activities directly related to the conduct of that event. Each team will be headed by an Event Chair, selected by the Board of Directors and invited to attend meetings of the Planning Group. The Event Chair will report directly to the Board during the event. A Deputy Chair may be appointed to assist the Event Chair and to act as Chair if the Event Chair is absent from the venue. Specific terms of reference are provided in the appendices. On completion of the regatta, the Event Chair shall provide a written report to the Chair of the Events Planning Group on “lessons learned” from the event and recommendations for future such events, with input from their team. The organization of an Event Execution Team is depicted in the following figure.



**3.10 RACE ADVISORY COMMITTEE (RAC).** As part of the Event Execution Team for an event, there shall be an RAC consisting for that period of the Deputy Event Chair, the PRO, the Safety Chief and the Chair of the Event Services Group. The RAC will be responsible to **advise** the Event Chair on the following:

- a) Deciding when to allow boats to be launched and allowed to leave harbour prior to each day's racing
- b) Monitoring the various aspects of the event, including weather conditions, and advise on any potential changes to the racing schedule. (N.B. This does not diminish the authority of a PRO or CRO to suspend or abandon racing if concerned for the safety of sailors.)
- c) Reallocating boats as necessary among race management, safety, jury and other duties

**3.11 SAFETY.** The Objective of the CORK/Sail Kingston (CORK) Safety Policy is to provide the basis for efficient, competent safety cover for CORK events thereby allowing competitors, officials and all those involved maximum enjoyment whilst minimizing the risks to their wellbeing, having regard for both expected and unforeseen conditions.

**3.12** It is acknowledged that meteorology is an inexact science and that changing weather conditions can be unpredictable in intensity, rate of development, velocity and direction. Subject to this unpredictability, the Operational Guidelines outlined in the Safety Policy will be followed to the reasonable best of our ability. This policy for safe conduct of regattas, including authorities and

operational guidelines is Policy I in the policies section of this manual. Procedures are elaborated in the separate Safety Plan.

## **4. EXECUTIVE DIRECTOR**

4.1 The Board of Directors may, with the advice of the Human Resources Committee, hire an Executive Director. The HR Committee shall provide the Executive Director an annual performance evaluation and prepare for board approval a contract with proposed compensation and hours to be worked. The incumbent shall at all times take her/his direction from and report directly to the Chair of the Board of Directors or his/her designate for specific purposes, so identified by the Chair.

4.2 As specified in the contract of employment, the Executive Director will:

- a) Provide general management and execution of the day-to-day affairs connected to the operation of CORK's office located at Portsmouth Olympic Harbour, and
- b) Pursue other activities necessary to achieve the CORK strategic vision as established by the Board of Directors and as possible within the agreed upon compensation

More specific responsibilities will be outlined in the contract of employment in such areas as administration, securing of events, event planning and execution, communications and media, sponsorship, and marketing/ community engagement.

## **5. EVENT SERVICES**

5.1 The Event Services Group shall be chaired by the Executive Director or a member of the CORK staff and may include but not be limited to Site Services, Launch, Boats and Equipment, Measurement, Registration, Ceremonies, Souvenirs, Information, Media, Volunteer recruitment and training. The group shall work closely with committees such as Volunteer Care and is a member of the Planning Group.

**5.2 CONTACT WITH CLASSES AND OTHER EVENT RIGHTS HOLDERS.** CORK will pursue event opportunities and submit bids to host Championships for Olympic, International and Recognized classes (as defined by World Sailing) wherever possible. CORK will work with Sail Canada on Canada's International event hosting plan (plan required by Sport Canada), and with Sail Canada, Ontario Sailing and Classes to secure and plan events. Whenever possible, CORK will involve National and Provincial High Performance and Coaching staff. Primary contact will be between CORK and the Event Rights Holder (Class Association, Sail Canada, Ontario Sailing, etc). Applications from Classes to host Championships will always be entertained and will be accommodated where possible and financially viable.

**5.3 EQUIPMENT OWNED BY CORK.** A member of the Event Services Group shall be appointed to be in charge of the custody, maintenance and readiness of CORK boats and equipment, and shall have authority to approve loans of CORK boats and equipment. The policies on lending CORK equipment to others and borrowing equipment from others for use by CORK are stated in Policy M in the policies section of this manual. Equipment maintenance standards and procedures are to be found in the separate Procedures Manual.

## **6. FINANCE**

**6.1 RESPONSIBILITIES.** The Board of Directors is responsible for managing the affairs of CORK, including its finances. It does so with the assistance of the Finance Committee and the Treasurer but remains ultimately responsible for all financial matters. That includes ensuring a proper accounting of CORK's assets and liabilities and verification by an external auditor (appointed by the membership). The Treasurer reports to the board at all regular meetings, and as otherwise required, as to the financial position of CORK. The By-Laws and the Terms of Reference for the Finance Committee provide a more complete description of the role and duties of the Treasurer and of the committee, respectively.

**6.2 COMPLIANCE AND AUDIT.** The Finance Committee ensures that appropriate accounting compliance procedures are in place and regularly followed. It oversees the annual audit of the financial results of CORK, including reviewing any issues or concerns identified by the auditor and ensuring that any significant findings and recommendations are promptly addressed by management.

**6.3 BUDGETTING.** The Board oversees the budgeting process. It has tasked the Finance Committee with ensuring that appropriate annual budgets are developed and approved by the board in a timely manner, with a view to budgets that are reasonable in their expectations of revenue and expenses and in a format and at a level of detail that result in a useful management tool. The process also is intended to flag in a timely manner any appreciable deviation from the approved budget. An important aspect of budgeting is government grants. Accordingly the Executive Director is to keep the Treasurer informed as to financial developments relating to grant requests, and the Treasurer is to sign off on the financial portion of such grant applications and on any required post-season report to the grantor.

**6.4 LEGACY.** Annual budgets shall include a "Legacy" portion for capital acquisitions. The Planning Group shall be the primary source for recommendations for such purchases."

**6.5 INVESTMENT.** The Board approves the investment strategy of CORK and oversees its implementation by the Finance Committee. It also approves the establishment of reserve funds for CORK, including their purposes, amounts and liquidity requirements, in order for example to maintain funds for capital purchases such as boats and motors, for bid development, for unforeseen circumstances, etc. The Finance Committee is charged with ensuring proper internal accounting of reserve funds, and for examining and recommending at least annually to the Board the reserve needs of CORK.

6.6 **DELEGATIONS.** The Board also approves capital expenditures, and for the sake of practicality has delegated (based on amounts specified from time to time by the Board) limited power to do so to the Executive Committee and to the Executive Director. It also delegates general or specific signing authority in accordance with the By-Laws. Further direction on financial delegations and limitations is contained in the Financial Policy in the policies section of this manual.

## 7. BOARD POLICIES AND DOCUMENTATION

7.1 The By-Laws require that the Board of Directors prepare and approve a “Policy Manual” intended as easy reference to subjects including the organizational structure of CORK, race management, safety practices, etc. The Board is also empowered to prescribe such other policies, rules and regulations as it deems expedient relating to the management and operation of CORK.

7.1.1 Accordingly, the Board is charged with developing and keeping current policies that are effective in providing direction and oversight to the organization. These policies shall be reviewed annually by the Board entity specified in Appendix A of this manual. Those dealing with codes of conduct and expected behavior, and any others as decided by the Board for reasons such as transparency, will be made available publicly on the CORK website and from the CORK office.

7.2 **REVIEW.** Documentation and regular review of Board policies are essential to remain current with legal requirements and community expectations. Similarly, documentation and regular review of operational procedures will provide the basis for CORK to provide the high level of service expected by our customers and to maintain that level, notwithstanding the turnover of key individuals in the organization over time.

7.2.1 The Governance Committee is specifically tasked with developing and monitoring compliance with effective governance standards and practices in support of the Board’s strategic priorities. It is to regularly review the By-Laws, the governance policies specified to them in Appendix A and committee terms of reference to ensure they are current and effective in providing support and guidance to the organization, recommend updates as required, identify any subject requiring coverage in a CORK policy, and monitor compliance with the By-Laws and specified governance policies and practices. To these ends, it is to meet periodically and provide progress reports to the Board.

7.3 **DOCUMENTS.** As already noted, in addition to the Policy Manual, CORK has developed a variety of documents such as Terms of Reference (mandates) for the various committees of the Board and sub-organizations such as the Planning Group and Event Execution Teams, a strategic plan, and an Annual Planning Timeline for use as a checklist of corporate, administrative and operational tasks and responsibilities. In order to facilitate an overview of all the CORK documentation, all documents of policy and procedure are to be listed in the appropriate sections of the Table of Contents of this Policy Manual.

7.4 **PROCEDURES MANUAL.** CORK will maintain a separate procedures (or SOP) manual that covers activities both on the water and ashore. The aim of the manual is not to teach someone

how to do a job (e.g., how to be a mark setter) but rather it is to lay out how a function is to be done at CORK by qualified people. This is to ensure each team is working the same way and to reduce risk of miscommunication or that important elements get missed. It will also provide continuity of our best practices as people are succeeded in the organization.

7.4.1 In order that the procedures manual remains current, it shall be reviewed by the Planning Group at the end of each regatta season. Changes shall be approved jointly by the Chair and Co-Chair of the Group.

7.4.2 The manual will be in a format and language that makes it easy to read and understand - good use of bullet format and no long narratives. It will also be accessible in both electronic and hard copy so that volunteers are thereby encouraged to use it.

7.5 **RECORD KEEPING.** CORK has reached a level of organizational development that well-organized record keeping is essential. Under the authority of the CORK Secretary, minutes of the meetings of the members, of the Board, and of the Executive Committee are to be appropriately confirmed by signature and maintained in a minute book, along with other documents of a similar corporate nature. A register of the members is maintained on a data base. Appropriate electronic or physical samples of all official documents such as Notices of Race, Sailing Instructions, financial statements, etc. will be retained each year and stored appropriately. From time to time, the Secretary of the Corporation may donate selected archival materials to the Queen's University Archive or other appropriate facility.