Castle Golf Club

# Corporate Governance Manual

2019

7th November 2019

**Revision History:**

| Date | Summary of Changes |
|---|---|
| 2019 February 01 | First Issue |
| 2019 November 07 | Updated to reflect output from Risk Assessment and Strategic Plan review processes. |

# 1. Introduction

## 1.1. Purpose of this document

The purpose of these guidelines is to assist the directors of the Club, members of the various committees, the General Manager and club members in general to develop, implement and maintain a robust system of governance and to assist them operate in their roles.

This Corporate Governance framework is designed to ensure the Club maintains a high standard of corporate governance.

Note:

*This framework will be required to be adopted by resolution of the Directors. Any changes made subsequently may also require resolution by the Directors.*

*The Chair, General Manager and Board will conduct regular reviews to this framework to ensure its continued improvement.*

*The Club is governed by the Club's Constitution and Memorandum of Association which were first established in 1913 and last updated at an Extra Ordinary General Meeting of members in 2017. The Constitution and Memorandum of Association detail the objects for which the Club is established; powers of the Club; its membership structure; disciplinary proceedings, nomination and election of the board and committees; powers of the board and committees; meeting protocols; and the rules of the Club.*

*This framework should be read in conjunction with the Club's Constitution, Memorandum of Association and the Club's Strategic Plan.*

## 1.2. What is Governance?

Governance is the system by which organizations are directed and managed. It spells out the rules and procedures for making organizational decisions, and determines the means of optimizing and monitoring performance, including how risk is monitored and assessed.

The purpose of corporate governance is to facilitate effective and prudent management that can deliver the long-term success of a company.[1]

Corporate governance is about what the board of a company does and how it sets the values of the company. It is distinguished from the day-to-day operational management of the company.

Effective governance ensures more effective decision-making, and greater, accountability, transparency, probity and responsibility in the activities undertaken and resources expended, and a focus on the sustainable success of an entity over the longer term.

Three Key Governance Issues:

1. How an organization develops strategic goals and direction.
2. How the board of an organization monitors the performance of the organization to ensure it achieves these strategic goals, has effective systems in place and complies with its legal and regulatory obligations.
3. Ensure that the board acts in the best interests of all the members.

### 1.2.1. Governance Principles

The following principles have been approved by the board of directors and provide the framework for the governance of Castle Golf Club. The board will review these principles and other aspects of Castle Golf Club governance annually or more often if deemed necessary.

Governance relates to the relationships between the board, committees and members, staff and other stakeholders.

Ultimately, the directors are responsible for the strategic direction of the Club and accountable for delivering its aims. Sound decision-making, accurate records, compliance, transparency and accountability are key board activities.

Good governance provides a framework for making reasonable decisions, in a way that can be repeated, and delivers an audit trail of decisions taken by the management committee all the way down to delivery and effective impact at the grassroots.

[1] The first version of a Corporate Governance Code (UK) was produced in 1992 by the Cadbury Committee. Its paragraph 2.5 is still the classic definition of the context of the Code.

*'Corporate governance is the system by which companies are directed and controlled. Boards of directors are responsible for the governance of their companies. The shareholders' role in governance is to appoint the directors and the auditors and to satisfy themselves that an appropriate governance structure is in place. The responsibilities of the board include setting the company's strategic aims, providing the leadership to put them into effect, supervising the management of the business and reporting to shareholders on their stewardship. The board's actions are subject to laws, regulations and the shareholders in general meeting'.*

It demonstrates accountability and how the strategic aims and golfing goals of the club are achieved.

## 1.2.2. Background

The Castle Golf Club Company is a company limited by guarantee without share capital, governed by a Board of Directors. The Members elect the Board.

The main objects for which the Company is established are (a) To promote the game of golf and other athletic sports and pastimes and (b) to acquire golf links and grounds at Rathfarnham etc.

The Company is run in accordance with Company Law (and other relevant legislation), but also by its own governing documents - the Club's Constitution and Memorandum of Association - which should therefore be read in conjunction with this document.[2]

## 1.2.3. Structure of the Club

### 1.2.3.1. Categories of Membership:

The Club has 15 different categories of membership, however only 9 categories, as follows, have voting rights.

1. Full Members
2. Senior Members
3. Senior Members (2000)
4. Honorary members
5. Six Day members
6. Senior Six Day members
7. Senior Six Day (2002)
8. Senior Six Day members (2000)
9. Five Days member

The total number of members in categories 1 to 8 shall not exceed 700 and the number of members in categories 1 to 4 shall not exceed 525. These limits are set by the Constitution. The number of Five Day members cannot exceed 100, with this limit set from to time by the Board.

The Club operates a 'weighted' voting system. Full, Senior Members, Senior Members (2000) and Honorary members have three votes each, all categories of Six Day Members have two votes and Five Day Members have one vote.

Complete details of the voting process are contained in the Club's Constitution and Memorandum of Association.

A Board of Directors, elected by the voting members of the Club, oversees the business affairs of the Club. The organization chart below outlines the various Committees and reporting lines within the Club.

[2] A complete list of the objectives of the Club are contained in the Club's Constitution and Memorandum of Association.

#### 1.2.3.2. Golfing Committees

The golfing activities of the Club are organized by two distinct committees,

- The GUI committee deals with men's golf, and
- The ILGU committee deals with ladies golf.

Both committees are elected at the AGM of their respective groups. The GUI committee has 12 members and the ILGU committee has 10 members.

Both committees are subordinate to the Board.

The ladies and men's Captains and Vice-Captains are appointed as members of the Board of the Club by virtue of their office.

In order to be eligible to offer themselves for election to either the Board, GUI committee or ILGU Committee a member must be in their 4th year of voting membership and meet the criteria for serving as a Director as set out in the Companies Act 2014 (the 'Act').

## 1.3. The Vision, Mission, Values and Strategic Objectives of Castle Golf Club

### 1.3.1. Mission and our Vision:

Our Strategic Plan sets out the mission and vision for our club. Our mission is to provide an exceptional golfing and social experience. Our vision is to provide a course for our Members which is both challenging and enjoyable. Our objective is to be recognized as a top rated course in Ireland and a number one club for friendliness, social conviviality and a place where Members and their friends are made to feel welcome, can relax and enjoy each other's company.

### 1.3.2. Our Core Values:

We are committed to:

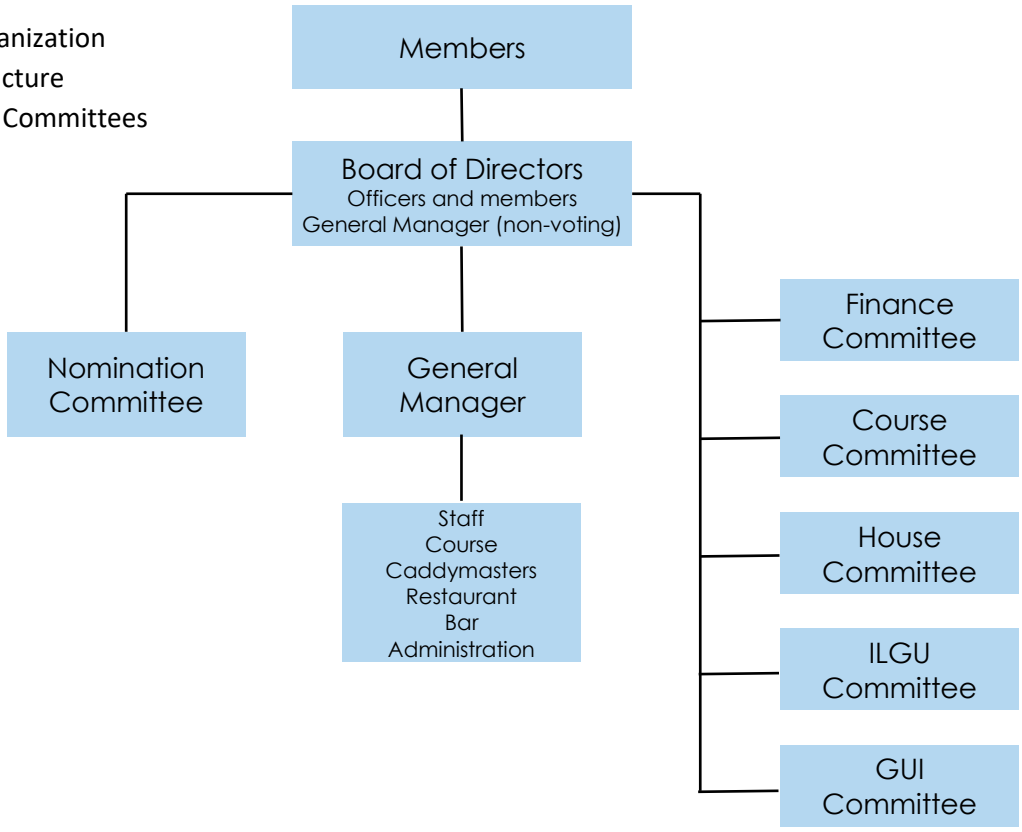
- Enjoyment by Members of a first class golfing facility;
- Consultation with Members on all major decisions in an open and transparent manner;
- A respectful, friendly and caring attitude towards members, staff and guests;
- Embracing change in an innovative and progressive manner while respecting tradition;
- Protecting the environment and wildlife;
- Honesty and integrity in everything we do;
- Integrating with the local community.

### 1.3.3. Strategic Objectives:

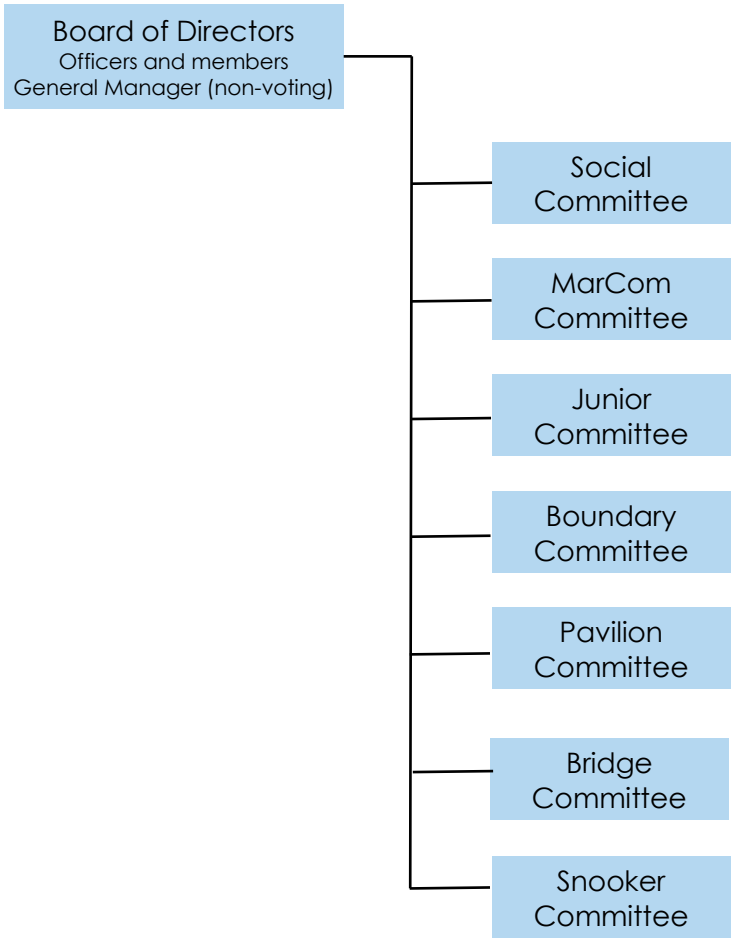
- That the Club becomes a top 50 rated course in Ireland.
- That the Club's values and beliefs, as set out above, are maintained to the satisfaction of its members.

- That the Club governance uses the best business models.

Organization Structure Key Committees




Other Committees



# 2. Board of Directors and Club Committees

## 2.1. Role of the Board

The board of directors is elected by the members to oversee the day-to-day management of the company and to assure that the long-term interests of the members as defined in the Club's Strategic Plan are being served.

## 2.2. Board structure and Governance

The board is responsible for directing and stewarding the company. It does this by making sure that the business is planned, its risks managed, and proper governance arrangements are in place.

The Board is responsible to members for the conduct of the affairs and activities of The Club and undertakes to serve in the best interests of its key stakeholders at all times.

Formal position specifications for the Board of Directors, which set out the roles and accountabilities of those members who comprise the Board, are important documents in this corporate governance framework.

## 2.3. Functions of Board

The board of directors has ten scheduled meetings a year at which it reviews and discusses the performance of the Club, its plans and prospects, as well as immediate issues facing the Club. Directors are expected to attend all scheduled board and committee meetings. In addition to its general oversight of management, the board also performs a number of specific functions, including:

1. Reviewing, monitoring and, where appropriate, approving fundamental financial and business strategies.
2. Assessing major risks facing the Club - and reviewing options for their mitigation.
3. Ensuring processes are in place for maintaining the integrity of the Club - the integrity of the financial statements, the integrity of compliance with law and ethics, and the integrity of relationships with other stakeholders.
4. Overseeing the performance evaluating and compensating of the General Manager and where appropriate, managing the recruitment of a new General Manager.

## 2.4. Risk Management

The Club manages its risks by the use of a formal Risk Register which identifies risk, assesses them, defines mitigation measures and quantified any residual risks. Furthermore, it assigns responsibility to specific individual/committees for the management of individual risks.

The Risk Register is updated on an annual basis.

### 2.4.1. Personal Attributes

Directors should possess the highest integrity, values and personal ethics and be committed to representing the long-term interests of the members. They should also have an objective perspective, practical wisdom, mature judgment and business experience if possible.

Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively.

### 2.4.2. Obligations of Board Members

Board members shall comply with their statutory obligations including –

- Provide list of directorships on an annual basis,
- Provide an annual declaration of conflicts, or potential conflicts, of interests.

## 2.5. Club Committees

### 2.5.1. Finance Committee

The Finance Committee work with the General Manager to establish annual budgets and monitor performance in relation to these budgets on an ongoing basis.

### 2.5.2. Course Committee

The Course Committee is responsible for the ongoing care and maintenance of the golf course and environs and as such work closely with the Club's General Manager and the Course Superintendent. The Committee operate to a budget that is set by the Board annually on the recommendation of the Finance Committee.

### 2.5.3. House Committee

The House Committee is responsible for the ongoing care and maintenance of the Clubhouse and environs and as such work closely with the Club's General Manager. The Committee operate to a budget that is set by the Board annually on the recommendation of the Finance Committee.

### 2.5.4. Membership Screening Committee

The Membership Screening Committee are tasked with reviewing and considering membership applications received with a view to presenting a shortlist of candidates to the Board for their final decision.

### 2.5.5. Nomination Committee

The Nomination Committee is responsible for making recommendations to the Board in relation to:

- Any new names to be added to the roll of Honorary Members.
- The positions of President, Chair and Finance Director as and when they require appointment.

### 2.5.6. Special Purpose Committees

Special Purpose Committees ("SPCs") are established from time to time to undertake specific non-repeating tasks. Examples of SPCs are The Development Committee and the Catering Review Committee.

## 2.6. Other Committees

There are a number of other committees involved in the golfing and social activities of the Club.

### 2.6.1. GUI Committee

The GUI Committee is responsible for the promotion and organization of men's golf in the Club. The operation of this committee is governed by the GUI Bye Laws.

### 2.6.2. ILGU Committee

The ILGU Committee is responsible for the promotion and organization of ladies' golf in the Club. The operation of this committee is governed by the ILGU Bye Laws.

### 2.6.3. Social Committee

The Social Committee is responsible for the promotion of non-golfing social activities within the Club.

### 2.6.4. MarCom Committee

The MarCom Committee is responsible for communications between the Club and Members covering golf and social activities within the Club. A variety of communication channels are used including print, email, SMS, web site.

### 2.6.5. Junior Committee

The Junior Committee is responsible for the promotion and organisation of Junior golf in the Club.

### 2.6.6. Boundary Committee

The Boundary Committee is responsible for:

- Monitoring of planning applications close to the boundaries of the Club that may impact the integrity of the Club's golf course and to offer advice to the Board as to any action required.
- Monitoring and formally recording interactions with neighbours.
- Maintaining ongoing engagement with boundary neighbours.

### 2.6.7. Pavilion Members Committee

The Pavilion Members Committee is responsible for the organisation of the social and golfing activities of the Club's Pavilion Members.

# 3. Finance Committee

## 3.1. Purpose

The purpose of the Finance Committee is to assist the Board fulfil its oversight responsibilities in regard to finance, audit and governance related matters.

The Finance Committee's primary responsibility is to ensure that appropriate and adequate control arrangements exist in all areas of financial responsibility and to contribute to the achievement of the Club's financial objectives by:

Providing the Board with strategic and financial guidance to ensure that the Club's financial commitments are met.

Developing the necessary policies and procedures to ensure the sound financial management and control of the Club's business.

The Finance Committee oversees the use of the club's resources from a financial perspective, undertakes risk management and compliance and ensures the administrative support and systems enable the club to achieve its strategies.

## 3.2. Membership

The Finance Committee shall consist of the Finance Director and two additional members, appointed by the Board. All members must be voting members of the Club and have relevant finance experience.

Members of the Committee can serve a period of up to three years and their period can be extended by the Board for a maximum of two one-year terms.

The Finance Committee will be chaired by the Director of Finance who will act as chairperson and secretary to the Committee.

## 3.3. Key Responsibilities

The Finance Committee is responsible for contributing to the achievement of the Club's business objectives by providing advice and guidance to the Board on financial strategy.

The Finance Committee in conjunction with the General Manager will:

- Consider and make recommendations to the Board in respect of policies concerning the Club's finances and report to the Board through the Director of Finance concerning such policies.
- Conduct an annual assessment of the principal financial risks facing the Club and the means to mitigate such risks.
- Develop and control the Club's annual operating budget to ensure that all financial targets are met and financial and statutory regulations complied with.
- Provide financial advice and guidance to the Directors, Officers and General Manager to enable them to achieve their objectives.
- Ensure the Club's financial accounts are presented accurately and on time.

- Ensure that the Club complies with the necessary financial procedures and regulations.
- Ensure effective and efficient financial management within the Club.
- Monitor external contracts and services provided by suppliers to ensure that these are operating effectively and provide the best value to the Club.
- Carry out all necessary actions to ensure that the Club meets its financial and legal obligations.
- Prepare Quarterly Financial Briefings for the Board.

## 3.4. Accountability

The Chair, acting on behalf of the Committee, shall keep the Board informed of all key matters in relation to the Club's finances and the functioning of the Finance Committee and will report to the Board on any matters which the Committee considers ought to be brought to the attention of the Board and on any matters requiring the approval of the Board.

## 3.5. Review

The effectiveness of the Finance Committee will be reviewed annually as part of the Board effectiveness review.

## 3.6. Meetings

### 3.6.1. Frequency

The committee shall meet at such times as the Finance Director may determine but on not less than four occasions in each calendar year.

### 3.6.2. Committee Chair

Meetings will be chaired by the Finance Director.

### 3.6.3. Quorum and Voting

A meeting quorum will be three members of the committee, one of whom must be either the Finance Director or the General Manager.

Only members of the Finance Committee are entitled to attend and vote at Committee meetings.

The Finance Director can invite members of the Board or any other member of the Club to attend Finance Committee meetings.

### 3.6.4. Decision Making

Decisions will be made by consensus. If consensus is not possible a majority vote will decide, and in the event of a tie the Chair will have a casting vote.

Agendas and supporting papers will be sent to members in advance of meetings.

Meetings will be held in the clubhouse.

Decisions 'minutes' of meetings will be provided by the Finance Director to all members.

The Finance Director can appoint another Committee member to record minutes if they deem fit.

### 3.6.5. Attendance at Committee Meetings

The General Manager should attend meetings of the Finance Committee as an adviser but will not be entitled to vote.

### 3.6.6. Confidentiality and Sharing of information

Matters which the Committee are satisfied should be dealt with on a confidential basis will be distributed only to the Board.

## 3.7. Amendment, Modification or Variation of Terms of Reference

These Terms of Reference may be amended, varied or modified in writing by the Board of Directors and a copy of the original documents should be retained for future reference.

# 4. Course Committee

## 4.1. Purpose

The purpose of the Course Committee is to maintain and implement on-going improvements to golf facilities to ensure that the Club is in the top rated 50 clubs in Ireland.

The Course Committee's primary responsibility in conjunction with the Course Superintendent is to set the policy for the development and maintenance of the course. The Committee operates to a budget that is set annually by the Board.

## 4.2. Membership

The Course Committee shall consist of a minimum of five and a maximum of eight members appointed by the Board of Directors.

Members of the committee will be voting members of the Club. At least two member will be affiliated to the GUI and at least two member will be affiliated to the ILGU.

Members of the Committee can serve a period of up to three years and their period can be extended by the Board for a maximum of two one-year terms.

The Chairman of the Course Committee will be a member of the Board of Directors.

## 4.3. Key Responsibilities

The Course Committee is responsible for contributing to the achievement of the Club's course development and maintenance objectives by providing advice and guidance to the Board on issues related to the course.

The Course Committee will:

- The Course Committee will maintain and update, on an on-going basis, a Course Strategic Plan. This plan will outline, at a high level, the proposed development works for the golf facilities. This plan and any amendments shall be submitted annually to the Board for approval.
- The Course Committee will review Capital and Operational spend budgets, prepared annually by the Course Superintendent, prior to submission to the Board.
- Provide advice and guidance to the Directors, Officers, General Manager and the Course Superintendent to enable them to achieve their objectives relating to the course.
- Prepare items for insertion to the Castle newsletter.
- Prepare Course Briefings for Board Meetings.

## 4.4. Accountability

The Chair, acting on behalf of the Committee, shall keep the Board informed of all key matters in relation to golf facilities, course development, maintenance and the functioning of the Course Committee; and will report to the Board on any matters which the Committee considers ought to be brought to the attention of the Board and on any matters requiring the approval of the Board.

## 4.5. Review

The effectiveness of the Course Committee will be reviewed annually as part of the Board effectiveness review.

## 4.6. Meetings

### 4.6.1. Frequency

The committee shall meet at such times as the Course Committee Chair may determine but on not less than 4 occasions in each calendar year.

### 4.6.2. Committee Chair

The Committee Chair will be appointed by the Board.

### 4.6.3. Quorum and Voting

A meeting quorum will be three members of the committee, one of whom must be the Committee Chair.

Only members of the Course Committee are entitled to attend and vote at Committee meetings.

The Committee Chair can invite members of the Board or any other member of the Club to attend Course Committee meetings.

### 4.6.4. Decision Making

Decisions will be made by consensus. If consensus is not possible, a majority vote will decide and in the event of a tie the Chair will have a casting vote.

Agendas and supporting papers will be sent to members in advance of meetings.

If required, subgroup meetings may be arranged outside of these times at a time convenient to subgroup members.

Meetings will be held in the clubhouse.

Decisions 'minutes' of meetings will be provided by the Committee Chair to all members.

The Committee Chair can appoint another Committee member to record minutes if they deem fit.

### 4.6.5. Attendance at Committee Meetings

The Course Superintendent, General Manager and Club Professional will attend meetings of the Course Committee to provide advise, but will not be entitled to vote.

### 4.6.6. Confidentiality and Sharing of information

Matters which the Committee are satisfied should be dealt with on a confidential basis will be distributed only to the Board.

## 4.7. Amendment, Modification or Variation of Terms of Reference

This Terms of Reference may be amended, varied or modified in writing by the Board of Directors.

# 5. House Committee

## 5.1. Purpose

The purpose of the House Committee is to assist the Board fulfil its oversight responsibilities in regard to the ongoing care and maintenance of the Clubhouse and environs.

The House Committee is responsible for the ongoing care and maintenance of the Clubhouse and environs. The Committee sets policy for the use of the clubhouse, oversees the care and maintenance of same and works closely with the Club's General Manager to ensure that appropriate and adequate processes, controls and

procedures are in place in all areas related to the achievement of the Club's House objectives. The Committee operates to a budget that is set annually by the Board.

## 5.2. Membership

The House Committee shall consist of a minimum of three and a maximum of five members appointed by the Board of Directors.

Members of the committee will be voting members of the Club. At least one member will be affiliated to the GUI and at least one member will affiliated to the ILGU.

Members of the Committee can serve a period of up to three years and their period can be extended by the Board for a maximum of two one-year terms.

The Chairman of the House Committee will be a member of the Board of Directors.

The General Manager and the Facilities Manager will attend the House Committee meetings.

## 5.3. Key Responsibilities

The House Committee is responsible for contributing to the achievement of the Club's objectives by providing advice and guidance to the Board on issues related to the development and maintenance of the clubhouse and environs, and catering franchise.

House Committee has two specific areas of responsibility – the physical infrastructure and the catering contract.

- Physical Infrastructure – comprising Clubhouse and surroundings
    - Prepare an annual maintenance budget,
    - Develop a capital budget as an input into the overall capital planning process
    - Be a point of contact for members' concerns and suggestions relating to the Clubhouse
- Catering Contract –
    - Be a point of contact for members' concerns and suggestions relating to the Caterer

In addition, the Chair of the House Committee has a number of specific duties/responsibilities –

- Meet regularly with the Facilities Manager to monitor the maintenance of the Clubhouse and surroundings,
- Meet regularly with the General Manager and the Caterer to agree menus and to set prices,
- Participate with the General Manager in the Caterer performance review,
- Prepare items for insertion to the Castle newsletter
- Prepare House Briefings for Board Meetings.

The House Committee will liaise with GUI/ILGU/Social committees and Captains to set menus for functions that are specific to them (ie Captain's dinners, Farewell, Ladies Teas, etc) and social events. The Chairs of the GUI/ILGU/Social Committees shall designate a representative who will be responsible for finalizing the catering details for their specific functions. These representatives shall keep the General Manager appraised of the details for individual functions.

## 5.4. Accountability

The Chair, acting on behalf of the Committee, shall keep the Board informed of all key matters in relation to the maintenance and the functioning of the Clubhouse, and surroundings, and Caterer's performance and will report to the Board on any matters which the Committee considers ought to be brought to the attention of the Board and on any matters requiring the approval of the Board.

## 5.5. Review

The effectiveness of the House Committee will be reviewed annually as part of the Board effectiveness review.

## 5.6. Meetings

### 5.6.1. Frequency

The committee shall meet at such times as the House Committee Chair may determine but on not less than six occasions in each calendar year.

### 5.6.2. Committee Chair

The Committee Chair who will be appointed by the Board.

### 5.6.3. Quorum and Voting

A meeting quorum will be three members of the committee, one of whom must be the Committee Chair.

Only members of the House Committee are entitled to attend and vote at Committee meetings.

The Committee Chair can invite members of the Board or any other member of the Club to attend House Committee meetings.

### 5.6.4. Decision Making

Decisions will be made by consensus. If consensus is not possible, a majority vote will decide and in the event of a tie the Chair will have a casting vote.

Agendas and supporting papers will be sent to members in advance of meetings.

If required, subgroup meetings may be arranged outside of these times at a time convenient to subgroup members.

Meetings will be held in the clubhouse.

Decisions 'minutes' of meetings will be provided by the Committee Chair to all members.

The Committee Chair can appoint another Committee member to record minutes if they deem fit.

### 5.6.5. Attendance at Committee Meetings

The General Manager and the Facilities Manager will attend meetings of the House Committee to provide advise, but will not be entitled to vote.

### 5.6.6. Confidentiality and Sharing of information

Matters which the Committee are satisfied should be dealt with on a confidential basis will be distributed only to the Board.

## 5.7. Amendment, Modification or Variation of Terms of Reference

This Terms of Reference may be amended, varied or modified in writing by the Board of Directors.

# 6. Nomination Committee

## 6.1. Purpose

The purpose of the Nomination Committee is to assist the Board in succession planning by assessing the merits of various candidates and proposing a preferred candidate to the Board for its approval for the following positions as they arise:

- President, Chairman and Finance Director.

The Nomination committee is also tasked with identifying potential candidates for Honorary Membership and the proposal of such candidates to the Board from their deliberations.

## 6.2. Membership

The Nomination Committee shall consist of the President, Chairman, Finance Director, Captain, Lady Captain, Vice-Captain and Lady Vice-Captain.

## 6.3. Key Responsibilities

The Committee sets out to identify a preferred candidate for each of the positions mentioned above and to identify candidates for consideration for honorary membership.

## 6.4. Accountability

The President, acting on behalf of the Nomination Committee, shall keep the Board informed of all key matters in relation to functions delegated to the Committee and will report to the Board on any matters which the Committee considers should be

brought to the attention of the Board and on any matters requiring the approval of the Board.

## 6.5. Review

The effectiveness of the Nomination Committee will be reviewed annually as part of the Board effectiveness review.

## 6.6. Meetings

### 6.6.1. Frequency

The committee shall meet at such times as the President may determine.

### 6.6.2. Committee Chair

The Committee Chair who will be the President and in their absence the Chair of the Board will deputise.

### 6.6.3. Quorum and Voting

A meeting quorum will be five members of the committee, one of whom must be the Committee Chair or designated deputy.

### 6.6.4. Decision Making

Decisions will be made by consensus. If consensus is not possible, a majority vote will decide and in the event of a tie the Chair will have a casting vote.

### 6.6.5. Attendance at Committee Meetings

The General Manager may attend meetings of the Nomination' Committee.

### 6.6.6. Confidentiality and Sharing of information

Matters which the Committee are satisfied should be dealt with on a confidential basis will be distributed only to the Board.

## 6.7. Amendment, Modification or Variation of Terms of Reference

This Terms of Reference may be amended, varied or modified in writing by the Board of Directors.

# 7. Membership Screening Committee

## 7.1. Purpose

The purpose of the Membership Screening Committee is to provide to the Board a shortlist of candidates for consideration for election to the Club and to advise on the split of available vacancies between GUI and ILGU members.

## 7.2. Membership

The Membership Screening Committee shall consist of the President, Chairman, Finance Director, current serving Captains and Vice-Captain, Captains from the two previous years.

## 7.3. Key Responsibilities

The Committee is to provide to the Board a shortlist of candidates for consideration for election to the Club and to advise on how the available vacancies should be allocated to GUI and ILGU affiliated members.

## 7.4. Accountability

The Chair, acting on behalf of the Membership Screening Committee, shall keep the Board informed of all key matters in relation to functions delegated to the Committee and will report to the Board on any matters which the Committee considers should be brought to the attention of the Board.

## 7.5. Review

The effectiveness of the Screening Committee will be reviewed annually as part of the Board effectiveness review.

## 7.6. Meetings

### 7.6.1. Frequency

The committee shall meet at such times as the Chair may determine.

### 7.6.2. Committee Chair

The Committee Chair will be the Chair of the Club

### 7.6.3. Quorum and Voting

A meeting quorum will be five members of the committee, one of whom must be the Committee Chair.

### 7.6.4. Decision Making

Decisions will be made by consensus. If consensus is not possible, a majority vote will decide and in the event of a tie the Chair will have a casting vote.

### 7.6.5. Confidentiality and Sharing of information

The deliberations of this committee are confidential with only the shortlist and the suggested allocation of vacancies provided to the Board.

## 7.7. Amendment, Modification or Variation of Terms of Reference

This Terms of Reference may be amended, varied or modified in writing by the Board of Directors.

# 8. Social Committee

## 8.1. Purpose

The purpose of the Social Committee is to be a focal point for identifying and managing social events in the club. In identifying social events the Committee needs to recognize the range of interests within different sections of the membership.

## 8.2. Membership

The membership needs to be broad so as to harness the range of skills that are available within the club membership.

Members of the Committee can serve for maximum of up to eight years at which stage they must resign from the Committee and cannot serve again for at least another three years.

The General Manager or their nominee and a representative from the Catering Franchisee will attend the Social Committee meetings.

## 8.3. Key Responsibilities

The Committee to identify a plan on an annual basis of social events, identify the resources required to plan and run these events, develop a budget for each event and obtain Board approval in advance as necessary.

In advance of each year, the Committee will formally meet with the incoming Captains to review their specific ideas in relation to social events, and then liaise with them as necessary during the preparation and running of the events.

## 8.4. Accountability

The Chair, acting on behalf of the Social Committee, shall keep the Board informed of all key matters in relation to social events.

## 8.5. Review

The effectiveness of the Social Committee will be reviewed annually as part of the Board effectiveness review.

## 8.6. Meetings

### 8.6.1. Frequency

The committee shall meet at such times as the Chair may determine.

### 8.6.2. Quorum and Voting

A meeting quorum will be five members of the committee, one of whom must be the Committee Chair.

### 8.6.3. Decision Making

Decisions will be made by consensus. If consensus is not possible, a majority vote will decide and in the event of a tie the Chair will have a casting vote.

## 8.7. Amendment, Modification or Variation of Terms of Reference

This Terms of Reference may be amended, varied or modified in writing by the Board of Directors.

# 9. Committee Structure

The previous sections set out the role and responsibilities, and governance structure for those committees that are critical to the proper running of the club. There are other committees that contribute to specific activities within the club and enhance the overall atmosphere and enjoyment of members and guests. These committees may not require formal structures, but where they do, they should adopt the structure set out above.

# 10. Role Description: President

## 10.1. Primary Objective of the President

To represent the interests of all members and to advise and protect the traditions and ethical standards of the Club at all times.

As a member of the Board fulfil all responsibilities consistent with their fiduciary duties to the members and in compliance with all applicable laws and regulations.

To safeguard the assets of the Club, maintain appropriate financial and other internal controls and ensure proper governance.

To exercise their judgment to act in what they reasonably believe to be in the best interests of the Club and its members.

To identify potential candidates for membership of the Board so as to ensure that future Boards have the necessary skills to manage the business of Castle GC.

## 10.2. Key Responsibilities/Accountabilities

- Maintain the integrity, standards and ethics of the club.
- As a member of the Board of Directors fulfil their duties as a Company Director and all other related responsibilities.
- To chair the Annual and Extraordinary General Meetings of the Club.
- To attend all meetings of the Board.
- Chair the Nomination' Committee which is responsible for making recommendations to the Board for the nominations of President, Chair, Finance Director and Honorary Members for election by the members at the Annual General Meeting.
- To seek the views of Past Presidents of the Club in relation to the appointment of a new President as they deem appropriate.
- To engage with the Chair in identifying potential future candidates for election to the Board and in this way provide a degree of succession planning.
- Fulfil all other duties and responsibilities as a Member of the Board.

## 10.3. President Operational Notes

### 10.3.1. Stipend

The President is provided with a stipend to help defray some of their expenses.

### 10.3.2. President's Blazer

The President is given an allowance of €450 towards the cost of their blazer.

### 10.3.3. Other Clothing

The President is provided with other clothing by the Club, namely one Castle jumper; two Castle polo shirts and one rain jacket. Each item is embroidered with the Club crest and title.

### 10.3.4. President's Prize

The President hosts a prize for both GUI and ILGU members and the Club makes a contribution of a total of €500 towards the cost of both prizes.

### 10.3.5. Social Events

The President hosts the President's Night dinner and attends the Club's principal social functions.

The President attends both the Captain's Dinner and the Past Captains' dinner of either the GUI or ILGU depending on which branch of the Club they are affiliated.

### 10.3.6. Golf events

Attend matches of both GUI and ILGU teams as their other commitments permit.

### 10.3.7. Funerals of deceased Members and Staff

Attend funerals of deceased members and staff where possible.

# 11. Chair of the Board: Position Description

## 11.1. Primary Objectives of the Chair

The primary role of the Chair is to provide leadership to the Board of Directors to ensure it functions effectively and to ensure the highest standards of corporate governance within the Board and the Club.

As a member of the Board fulfil all statutory and fiduciary duties and responsibilities and:

Set an agenda for the Board which is focused on strategic matters; forward looking and evaluates and oversees current business.

Takes the lead in the development of Board policies and Strategic Planning.

Leads the Board in discussions on proposals put forward by members of the Board.

Installs and maintains an effective process to ensure compliance with Board policy.

## 11.2. Key Responsibilities/Accountabilities

The Chair is accountable to the Board and acts as a link between the Board and the General Manager and is responsible for:

- Maintaining the integrity, standards and ethics of the Club.
- Ensuring the Club adheres to its Bye-laws and Rules and that the Board is professionally and appropriately meeting all its statutory obligations.

- Ensuring that each board member understands the objectives, responsibilities, duties and accountabilities of their role.
- Planning the Board's annual schedule of meetings and agendas, in consultation with other directors and the General Manager as appropriate.
- Ensuring that Board members receive the appropriate quantity and quality of information in a timely manner to enable the Board make informed decisions.
- Chairing meetings of the Board.
- Facilitating full and candid Board discussions, ensuring all directors express their views on key Board matters and that all members' contributions are encouraged and valued.
- Facilitating teamwork and a cohesive Board culture.
- Managing Board meetings so that sufficient time is allowed for the discussion of complex or contentious issues and assisting the Board in achieving a true consensus.
- Call special meetings, if necessary.
- Working with the Board in understanding and addressing the needs of the membership.
- Ensuring that action items established by the Board are tracked and appropriate follow-up action is taken.
- Handling correspondence and disputes as appropriate.
- Consult with the Board on potential candidates for the "Chairs" of the various sub-committees and ultimately propose a recommended candidate for each Chair to the Board for approval.
- Creating the conditions for overall Board and individual director effectiveness.
- Work with the Board on the performance and structure of the Board of Directors and its committees, including the performance of the Board itself.
- As a member of the Board of Directors and the Nomination Committee, fulfil all related duties and responsibilities.

# 12. Finance Director: Role Description

## 12.1. Primary Role of the Finance Director

To contribute to the achievement of the Club's financial objectives by:

- Providing strategic and financial guidance to ensure that the Club's financial commitments are met.
- Developing the necessary policies and procedures to ensure the sound financial management and control of the Club's business.

- As a member of the Board of Directors and the Nomination Committee, fulfil all duties as a Company Director and all other related responsibilities.
- To attend meetings of sub-committees of which he is a member by virtue of his/her office.

## 12.2. Key Responsibilities/Accountabilities

The Finance Director is accountable to the Board and is responsible for:

- Contributing to the achievement of the Club's business objectives by providing advice and guidance to the Board on financial strategy.
- Developing and controlling the Club's annual operating budget to ensure that all financial targets are met and financial and statutory regulations complied with.
- Providing financial advice and guidance to the Directors, Officers and General Manager to enable them to achieve their objectives.
- Ensuring the Club's financial accounts are presented accurately and on time.
- Ensuring that the Club complies with the necessary financial procedures and regulations.
- Ensuring effective and efficient financial management within the Club.
- Monitoring external contracts and services provided by suppliers to ensure that these are operating effectively and provide the best value to the Club.
- Carrying out all necessary actions to ensure that the Club meets its financial and legal obligations.

# 13. Role Description: Captain

## 13.1. Primary Objective

To provide leadership on all GUI golfing aspects of the Club. Manage the golfing affairs of the Club in conjunction with the GUI Committee and the General Manager.

To build and maintain positive relationships with all club members, understanding their diverse needs and uniting their voices.

To act as an ambassador for the club, host and attend relevant events.

As a member of the Board of Directors and the Nomination Committee, fulfil his duties as a Company Director and all other related responsibilities.

To attend meetings of sub-committees of which is a member by virtue of his office.

## 13.2. Key Responsibilities/Accountabilities

- Maintain the integrity, standards and ethics of the club.

- Chair GUI Members' Committee meetings, GUI Annual General Meeting and GUI Extraordinary General Meetings where applicable.
- Attend Club Annual General Meeting and Extraordinary General Meeting, where applicable.
- Assist the Board in understanding and addressing the needs of the membership.
- Be an ambassador for the club and its members at appropriate events and functions.
- Refer to Appendix A: which includes detail on (i) internal functions; (ii) external functions; and (iii) Captain's Day and Captain's Dinner.
- Handle correspondence relating to golfing matters and disputes as appropriate.
- Agree the annual fixture list in communication with the Lady Captain, Competition Secretaries and the General Manager.
- In consultation with the Golf Committees, select the Team Captains for the year. (Junior Golf matters are dealt with by the Junior Committee.).
- Familiarize himself with the Club's policy regarding costs and expenditure. The Captain is provided with various items of clothing and a stipend by the Club to defray some of their expenses. Further details are included inAppendix A: Appendix A: Captain's Operational Notes and Responsibilities.

# 14. Lady Captain: Role Description

## 14.1. Primary Role of the Lady Captain

To provide leadership on all ILGU golfing aspects of the Club. Manage the golfing affairs of the Club in conjunction with the ILGU Committee and the General Manager.

To build and maintain positive relationships with all club members.

To act as an ambassador for the club, host and attend relevant events.

As a member of the Board of Directors and the Club Nomination Committee, fulfil all duties as a Company Director and all other related responsibilities.

To attend meetings of sub-committees of which she is a member by virtue of her office.

## 14.2. Key Responsibilities/Accountabilities

- Maintain the integrity, standards and ethics of the club.
- Chair ILGU Members' Committee meetings, ILGU Annual General Meeting and Extraordinary General Meetings, where applicable.
- Attend Club Annual General Meeting and Extraordinary General Meeting, where applicable.

- Assist the Board in understanding and addressing the needs of the membership.
- Be an ambassador for the club and its members at appropriate events and functions
- See Appendix B: – Lady Captain's Operational Notes: Part A, which includes details on (i) internal functions; (ii) external functions; and (iii) Lady Captain's Day and Lady Captain's Dinner.
- Handle correspondence relating to golfing matters and disputes as appropriate.
- Agree the annual fixture list in conjunction with the Captain, Competition Secretaries and the General Manager.
- In consultation with the Golf Committees, select the ILGU Team Captains for the year.
- Familiarize herself with the Club's policy regarding costs and expenditure. The Lady Captain is provided with various items of clothing and a stipend by the Club to defray some of her expenses. Further details are included in Appendix B: - Lady's Captain Operational Notes and Responsibilities
- Matters relating to Junior golf are dealt with by the Junior Committee.

# 15. Vice-Captain: Role Description

## 15.1. Primary Role of the Vice- Captain

To support the Captain in providing leadership on all GUI golfing aspects of the Club. Assist in the Management of the golfing affairs of the Club in conjunction with the Captain, GUI Committee and the General Manager

To build and maintain positive relationships with all club members.

To act as an ambassador for the club, and when requested deputize for the Captain as host and attend relevant events.

As a member of the Board of Directors and the Nomination Committee, fulfil his duties as a Company Director and all other related responsibilities

To attend meetings of sub-committees of which he is a member by virtue of his office.

## 15.2. Key Responsibilities/Accountabilities

- Maintain the integrity, standards and ethics of the club.
- Deputize for the Captain if requested to do so.
- Attend GUI Members' Committee meetings, Annual General Meeting and Extraordinary General Meetings, where applicable.
- Attend Club Annual General Meeting and Extraordinary General Meeting, where applicable.

- Assist the Board in understanding and addressing the needs of the membership.
- Be an ambassador for the club and its members at appropriate events and functions
- Familiarize himself with the Club's policy regarding costs and expenditure.

## 15.3. Nomination of the next Vice-Captain.

The nomination of the Vice-Captain is probably the single most important task that the incumbent Vice-Captain performs in his year of office.

Typically the incumbent will consult with a small number of Past Captains/Presidents and other people of his choosing (ideally not his close friends).

Develop a list of potential candidates based on their suitability to perform the office, service to the Club, compatibility with themselves and potential availability to serve. (Career and family circumstances may rule out a number of ideal/preferred candidates.)

Service to the Club should include criteria such as service on the Board or GUI Committees, the various sub-committees and team management.

Following consultation with his chosen 'mentors' meet with the preferred candidate outside the Club and take informal soundings as to their availability and interest.

In the event that any candidate declines for any reason it is imperative that the person approached maintain confidentiality regarding the subject matter of the meeting.

When a candidate accepts the offer of being Vice-Captain it is essential that he maintain secrecy until the appropriate announcement is made to the general Membership.

## 15.4. Clothing.

The Vice-Captain is supplied with two Castle shirts, a Castle sweater and cap all of which have the Club crest and Vice-Captain embroidered on them. The Vice-Captain may source other apparel at his own expense.

# 16. Lady Vice Captain: Role Description

## 16.1. Primary Role of the Lady Vice Captain

To support the Lady Captain in providing leadership on all ILGU golfing aspects of the Club. Manage the golfing affairs of the Club in conjunction with the Lady Captain, ILGU Committee and the General Manager

To build and maintain positive relationships with all club members.

To act as an ambassador for the club, and when requested deputize for the Lady Captain as host and attend relevant events

As a member of the Board of Directors and the Nomination Committee, fulfil her duties as a Company Director and all other related responsibilities

To attend meetings of sub-committees of which she is a member by virtue of her office.

## 16.2. Key Responsibilities/Accountabilities

- Maintain the integrity, standards and ethics of the club.
- Deputize for the Lady Captain if requested to do so.
- Attend ILGU Members' Committee meetings, Annual General Meeting and Extraordinary General Meetings, where applicable.
- Attend Club Annual General Meeting and Extraordinary General Meeting, where applicable.
- Assist the Board in understanding and addressing the needs of the membership.
- Be an ambassador for the club and its members at appropriate events and functions
- Familiarize herself with the Club's policy regarding costs and expenditure.

## 16.3. Nomination of the next Lady Vice-Captain.

The nomination of the Vice-Captain is probably the single most important task that the incumbent Vice-Captain performs in her year of office.

Typically the incumbent will consult with a small number of Past Captains/ Presidents and other people of her choosing (ideally not her close friends).

Develop a list of potential candidates based on their suitability to perform the office, service to the Club, compatibility with themselves and potential availability to serve. (Career and family circumstances may rule out a number of ideal/preferred candidates.)

Service to the Club should include criteria such as service on the Board or ILGU Committees, the various sub-committees and Team Management.

Following consultation with her chosen 'mentors' meet with the preferred candidate outside the Club and take informal soundings as to their availability and interest.

In the event that any candidate declines for any reason it is imperative that the person approached maintain confidentiality regarding the subject matter of the meeting.

When a candidate accepts the offer of being Lady Vice-Captain it is essential that she maintain secrecy until the appropriate announcement is made to the general Membership.

## 16.4. Clothing.

The Lady Vice-Captain is supplied with two Castle shirts, a Castle sweater and cap all of which have the Club crest and Vice-Captain embroidered on them. The Vice-Captain may source other apparel at her own expense.

# Appendix A: Captain's Operational Notes and Responsibilities

*The following notes are intended as an aide memoire for the Captain in discharging his duties. It should be borne in mind that all Captains bring an individual personality to the role and their personal and family circumstances will dictate how much time they can apply to the role.*

*The Captain should organize a meeting with the General Manager and the Lady Captain on the earliest opportunity on taking office. This meeting gives the new Captains an opportunity to understand the operation of the Club diary and helps them planning their own diaries to align with the requirements of their respective offices.*

**Events and Functions**

The Captain will attend as many of the main club golfing and social events as possible during the year.

Normally the Captain will be invited by numerous corporate days and outings to attend their events at the Club. As he cannot be expected to attend all events, the Captain will use his discretion as to which should be supported and which should be declined.

*(i) Internal events and functions*

- Lady Captain's Day

  The Captain will normally 'put in appearance' during Lady Captain's Day and will usually arrange for a bouquet of flowers to be presented to her at some stage during the day.

- Ladies Captain's Dinner

  At the Ladies Captain's Dinner, The Captain will request the General Manager to arrange for a bouquet of flowers to be presented by the Captain to the Lady Captain. The Captain attends the drinks reception on the night and will escort the Lady Captain to her seat before dinner.

- Past Captains

  The Past Captains traditionally have a golf day followed by dinner in July of each year. The Captain hosts this day and the Club covers the cost of the dinner.

- Committee Dinner

  This is normally one of the last events of the year and is normally attended by Members of the Board and GUI and ILGU Committees. The incoming Captains normally use this occasion to announce their Vice Captains for the year ahead.

  Club Members are invited to attend this announcement in the Members bar after the committee dinner.

- Attendance at Funerals

  Funerals of deceased Members are attended as often as is practical. In the event of the Captain being unavailable he will ensure representation from the Club as appropriate.

The Captain will normally:

- Participate in and attend as many social functions as possible.
- Host the Captain's Dinner.
- Host, attend and present prizes at the Father and Son All Ireland Foursomes Competition.
- Attend and present prizes at (all) GUI competitions where possible and in his absence arrange for the Vice-Captain to attend.

*(ii) External events and functions*

- *Attend GUI interclub matches and functions.*
- *Attend the Captains' Dinners at certain local clubs.*

- *Attend appropriate Golf Society and Corporate Outings in the Club.*

**Captain's Day and Captain's Dinner**

**Captain's Day**

The Captain should aim to be at being at the first tee to see off the first game.

The tradition at Castle Golf Club is for the Captain to invite players in the early groups join him for Champagne, orange juice, strawberries and cream at the Professionals shop. The Club Professional makes these arrangements.

Captain's Breakfast - A tradition has grown up on the first day of the Captains Prize whereby the Captain invites by letter the Captain & Vice- Captain of Grange Golf Club, to join himself and the Vice-Captain for either breakfast or lunch. The Club covers the cost of this meal.

On the second day of Captain's Prize, the Captain is normally invited to lunch at Grange Golf Club.

**Policy on expenditure for Captain's day**

The expenditure on the Captain's Prize is the responsibility of the Club Captain. The prize must not exceed the amount specified by the R & A under the rules of Amateur status.

The club will make a contribution towards the Captains Prize. The level of this contribution is reviewed periodically.

The entrance fee to the Captain's day competition must cover all other expenses.

***Captain's Dinner***

The Captain's Dinner is traditionally held on the 1st Saturday in October of each year. It is advisable, prior to the evening, for the Captain, Committee officers and General Manager to plan carefully for every detail of the evening. Invitations (Sample invitations are retained by the office) must be sent out as far in advance as possible (between 4 and 6 weeks).

**Arrangements for Captains Dinner**

1. The seating arrangement for the dinner must conform to the Health and Safety and Fire Safety regulations that pertain to the Clubhouse at the time of the dinner. (Currently, the Club caters for a maximum seating of 225. The final number will depend on the orientation required for the room each evening). The final numbers permitted to attend must be approved well in advance by the General Manager.
2. Traditionally on the evening of the Captain's Dinner the restaurant is reserved for male members only.
3. Male Pavilion Members are permitted to attend the Captains Dinner.
4. The Club dress code applies.
5. The cost of the evening should be paid in advance by the Members.

6. The Captain may invite some personal guests to dinner. The club by tradition issues invitations to guests from GUI and to Captains of local golf clubs. The Club covers the cost of all non-Member guests.
7. A drinks reception is held an hour prior to dinner and this is restricted to guests who have been invited by the Captain.
8. The General Manager makes the seating arrangements for the top table; this is done in consultation with the Captain.
9. The Menu will be agreed by the Captain, the General Manager and the caterer. It must be prepared and priced well in advance.
10. A draft seating plan for the Captain's Dinner must be put on the notice board three weeks prior to the dinner. Because numbers are limited a waiting list will be created if required. The completed plan regarding publication of the seating arrangements must be carefully considered, leaving flexibility for the inevitable last minute cancellations and additions.
11. If Presentations are to be made at the dinner then the M.C. will make announcements as required.
12. The Vice- Captain or Committee Secretary is M.C. during the dinner.
13. Complementary drinks are provided throughout the evening for those on the top table.

## *Captain's Stipend and Club Expenditure Policy*

### Captain's Stipend

The Captain is provided with a stipend by the Club to defray some of their expenses. Details of which will be discussed with the Club Chairman and are subject to periodic review.

### Captain's Blazer

In the month of October, the incoming Captains should arrange to obtain their blazers. The incoming Captains agree the colour of the blazers, either black or navy, and the colour of buttons, gold or silver, to be used. The Club provides an allowance of €450 towards the cost of each blazer.

### Other clothing

The Captain is provided with other clothing by the Club, namely one Castle jumper; two Castle polo shirts; and one rain jacket; one club tie and golf cap. Each item is embroidered with the Club crest and Captain's title.

### Captains' Pin

The Captain is provided with a Pin/Badge of office by the Club. This pin is currently sourced from James Byrne & Sons and the incoming Captain should organise this

well in advance of the GUI AGM as it is presented to him on the evening he takes office.

**The Captain's Prizes and Club Contribution**

The Club's contribution towards the Captain's Prizes are:

GUI Prize €575; ILGU €350, Seniors €200; Artisans €300; GUI Intermediates €250 split 50/50 between the boys and girls, Pavilion €300 towards the cost of these prizes.

# Appendix B: Lady's Captain Operational Notes and Responsibilities

*The following notes are intended as an aide memoire for the Lady Captain in discharging her duties. It should be borne in mind that all Captains bring an individual personality to the role and their personal and family circumstances will dictate how much time they can apply to the role.*

*The Lady Captain should organize a meeting with the General Manager and the Captain at the earliest opportunity on taking office. This meeting gives the "new" Captains an opportunity to understand the operation of the Club diary and helps them in planning their own diaries to align with the requirements of their respective offices.*

**Events and Functions**

The Lady Captain will attend as many of the main club golfing and social events as possible during the year.

The Lady Captain will normally be invited by numerous corporate days and outings to attend their events at the Club. As she cannot be expected to attend all events, the Lady Captain will use her discretion as to which should be supported and which should be declined.

***(i)** Internal events and functions*

*(ii)* Lady Captain's Day

(iii) The Lady Captain should aim to be at the first tee to see off the first game.

(iv) The tradition at Castle Golf Club is for the Lady Captain to invite players in the early groups join her for Champagne, orange juice, strawberries and cream at the Professionals shop. The Club Professional makes these arrangements.

*(v)* Policy on expenditure for Lady Captain's day

(vi) The expenditure on the Lady Captain's Prize is the responsibility of the Club Captain. The prize must not exceed the amount specified by the R & A under the rules of Amateur status.

(vii) The club will make a contribution towards the cost of the Lady Captains Prize. The level of this contribution is reviewed periodically.

(viii) The entrance fee to the Lady Captain's competition must cover all other expenses.

(ix) It is customary for the Lady Captain to host a 'Tea' on the evening of the first day of the Lady Captain's Prize for those ladies who are unable to partake in the competition itself.

**Lady Captain's Dinner**

The Lady Captain's Dinner is traditionally held on the 2nd Saturday in November of each year. It is advisable, prior to the evening, for the Lady Captain, Committee officers and General Manager to plan carefully for every detail of the evening. Invitations for invited guests (Sample invitations are retained by the office) should be sent out as far in advance as possible.

**Arrangements for Lady Captains Dinner**

1. The seating arrangement for the dinner must conform to the Health and Safety and Fire Safety regulations that pertain to the Clubhouse at the time of the dinner. (The Clubhouse currently caters for a maximum seating of 225. The final number will depend on the orientation required for the room each evening.)

The final numbers permitted to attend must be approved in advance by the General Manager.

2. Traditionally on the evening of the Lady Captain's Dinner the restaurant is reserved for female members only.
3. Pavilion Members are permitted to attend the Lady Captains Dinner.
4. The Club dress code applies.
5. The cost of the evening should be paid in advance by the Members.
6. The Lady Captain may invite some personal guests to the dinner. The club by tradition issues invitations to guests from the ILGU and to Lady Captains of certain local golf clubs. The Club covers the cost of all non-Member guests.
7. A drinks reception is held an hour prior to dinner and this is restricted to guests who have been invited by the Lady Captain.
8. The General Manager makes the seating arrangements for the top table; this is done in consultation with the Lady Captain. The Menu will be agreed by the Lady Captain, the General Manager and the caterer. It must be prepared and priced well in advance.
9. A seating plan for the Lady Captain's Dinner should be displayed in the ladies locker room. As numbers are limited a waiting list will be created if required. The completed plan regarding publication of the seating arrangements must be carefully considered, leaving flexibility for the inevitable last minute cancellations and additions.
10. If Presentations are to be made at the dinner then the M.C. will make announcements as required.
11. The Vice- Captain or Committee Secretary should act as M.C. during the dinner.
12. Complementary drinks are provided throughout the evening for those on the top table.

- Captain's Day

The Lady Captain should put in an appearance during Captain's Day.

- Committee Dinner

This is normally one of the last events of the year and is attended by Members of the Board, GUI and ILGU Committees. The incoming Captains use this occasion to announce their Vice Captains for the year ahead.

Club Members are invited to attend this announcement in the Members bar after the committee dinner.

- Attendance at Funerals

To attend funerals of deceased Members as often as is practical and in the event of her being unavailable to organise representation from the Club as appropriate.

- Participation in/attendance at social functions
- To host the Lady Captain's Dinner.
- To attend and present prizes at ILGU competitions, and in her absence to have the Vice-Captain attend.

*(x) External events and functions*

- *To attend ILGU interclub matches and functions.*
- *To attend the Lady Captains' Dinners at certain local clubs.*
- *To attend appropriate Golf Society and Corporate Outings in the Club.*
- *To attend the Mother and Daughter Competition dinner and presentation.*

## *Lady Captain's Stipend and Club Expenditure Policy*

The Lady Captain is provided with a Club Pin which she is presented with when invested to office. The pin is held by the Lady Captain for the period of her tenure and it passes in turn to the incoming Lady Captain.

The Lady Captain is provided with a stipend by the Club to defray some of their expenses. Details of which will be provided to her prior to taking office. The Lady Captain must familiarize herself with the Club's policy regarding costs and expenditure.

### Lady Captain's Blazer

In the month of October, the incoming Lady Captains should arrange to obtain their blazers. The incoming Captains agreed the colour of the blazers, either black or navy, and the colour of buttons, gold or silver, to be used. The Club provides an allowance of €450 towards the cost of each blazer.

### Other clothing

The Lady Captain is provided with other clothing by the Club, namely one Castle jumper; two Castle polo shirts; a scarf and one rain jacket. Each item is embroidered with the Club crest and Captain's title.

### The Lady Captain's Prizes and Club Contribution

ILGU Prize €575; ILGU Intermediates €350 towards the cost of these prizes.

# Appendix C: Guidelines for Candidates Seeking Election to the Board

# Guidelines for Candidates Seeking Election to the Board

## (1) The appropriateness of Club Officers endorsing candidates

Club Officers should not endorse candidates to the board.

*This is in the interest of putting all candidates on the same level and avoids sending out a message that some candidates are more favoured by the Officer(s) over others.*

## (2) Use of the Membership Database in relation to canvassing

*The Club holds and maintains a database of membership information. Information such as Name, Address, Age, Email, Member Type etc. is stored. Some of this data (Name, Mobile Number, Home Number, Work Number and email address) is available to all members in the password protected Members Area on the Castle Website. No other information is readily available to members.*

- Members should not use the membership database to extract email addresses to produce a list to be used for unsolicited eMailshots to canvass support for candidates seeking election to the Board, GUI Committee or ILGU Committee
- Members may not request the office to send unsolicited emails or texts to groups of members to canvass support for candidates seeking election to the Board, GUI Committee or ILGU Committee

## (3) Canvassing

While canvassing is permitted, candidates are discouraged from canvassing directly. It is recommended that the candidate's proposers canvass on their behalf.

## (4) The use of limited voting in elections to the board rather than voting for the same number of candidates as there are vacancies ("multiple voting").

In the interest of fairness we would encourage members to vote for the same number of candidates as there are vacancies.

## (5) Candidate Eligibility

To be eligible for election to the Board a member must meet the following criteria: -

- A member must be in their 4th year of voting membership at a minimum
- Meet the criteria for serving as a Director as set out in the Companies Act 2014

The Companies Act sets out a series of duties and responsibilities of Directors and candidates should familiarise themselves with these requirements. Copies of the relevant section of the Act are available from the General Manager.

There are 5 headline requirements in the Act which are detailed below. This list is not exhaustive but merely highlights the principal conditions.

- A candidate must be aged 18 or older
- They cannot be an undischarged bankrupt
- They cannot hold more than 25 Directorships
- They cannot be a person disqualified by the Courts from serving as a Director
- They cannot be the Statutory Auditor

# Guidelines for Candidates Seeking Election to the Board

## (6) Candidate Profiles

Members who put themselves forward for election to the Board should provide a profile (by complete the Candidate Profile Form) which will be posted on the member area of the website detailing the following: -

- Candidate Photograph
- Year elected
- Who is proposing them
- Brief history on their involvement with the club in terms of committees / teams / engagement they have had in the Club
- Brief outline of their skill set

Profiles will be approved by the Board Chair prior to posting on the website. The notice of the AGM will be posted on the website 21 days prior to the AGM. A list of candidates with links to their profiles will be added 10 days prior to the AGM.