



# SYDNEY FLYING SQUADRON LIMITED



## Basic Operating Principles for Directors of the Sydney Flying Squadron Limited and Patton's Slipways Pty Ltd

1. Annual Club Directors Institute (CDI) membership is maintained for all directors (and transferable between outgoing and incoming incumbents).
2. Directors and officers liability insurance is renewed annually.
3. All directors are expected to download, review and use the *The Club Industry Guide: Governance and Compliance* which is provided free of charge as part of their annual CDI membership.
4. All directors are expected to successfully complete the online corporate governance course, *Director Foundation* and to stay current with any updates. It is available (free at present) as part of CDI membership.
5. All directors are expected to acquaint themselves with the relevant legislation governing their role as a director, and operations of a licensed club, in a company limited by guarantee and familiar with all club policies and procedures.
6. Directors (and their guests) are expected to role model the Code of Conduct and required and expected behaviours.
7. All directors are expected to have ongoing access to a computer, have a sound business level of computer literacy and self sufficient in at least the use of email, word, and excel. Office 2003 compatibility is the current standard.
8. Primary mode of communication between meetings by directors is private email address.
9. All communications from and between directors on board matters are to be kept confidential.
10. A non reply on any matter for comment by given date or within 7 days of date sent is taken as agreement.
11. Discussions in board meetings are confidential and should not be made public without formal board approval. Clubs must be mindful of the fact that discussions that take place in board meetings are confidential, as outlined in Section 183 of the Corporations Act (2001). This pertains to directors, management and staff, both current and former. [*Reminder reference ClubsNSW Circular No 08:116 dated 1 September 2008 - NSW Supreme Court Ruling – Board Confidentiality*].
12. Matters under consideration by the board should not be discussed with anyone (member or non member) unless their advice is being officially sought under board approval, preferably with their response in writing.
13. Directors must always be cognisant of satisfying 'confidentiality' and 'privacy' requirements. The following standard responses are often necessary and acceptable when asked questions by members or their guests on matters under consideration, or whilst privately socialising on club premises or elsewhere:
  - *Sorry - the matter is still under discussion by the board, so I cannot discuss it.*
  - *Sorry, but I am currently here in a social capacity and it is not appropriate to be discussing board matters with you at this time.*
  - *Sorry, I cannot reply to that, as you are asking for information which is confidential.*
  - *It is not appropriate for me to discuss that now – if you wish the Board to consider this, please send a letter detailing your concerns to the secretary for tabling at the next board meeting.*



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14. Directors should not answer any board related correspondence that has been directed to them personally. The correspondence should be forwarded to the secretary for tabling in correspondence at the following board meeting, and a letter issue by Secretary to writer stating same.
15. Each Director is expected to participate in subcommittees and lead at least one, organising regular meeting(s) and providing a monthly subcommittee report submitted to the honorary secretary by Friday preceding the board meeting. Concerns, questions and comments are to be handled by directors via email prior to the board meeting.
16. Each director is expected to come to board and committee meetings prepared and informed and disruptive or quarrelsome behaviour will not be tolerated.
17. It is intended to recruit professional and skilled members onto appropriate Committees as and when they self-nominate or are identified and invited.
18. All board meetings are conducted in line with the Standing Orders adopted Wednesday 17 December 2008.

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**Name**

**Signature**

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**Director since [date]**

**Date signed**