# FUNDAMENTALS FOR EFFECTIVE CLUB LEADERSHIP OVER 15 TO 10 TO

GGA PARTNERS ♦ NATIONAL CLUB ASSOCIATION ♦ SUMMER 2021 High Performing Boards

A Model for Club Governance Excellence

# Dear Club Leaders,

Peter Drucker, the widely admired advisor on matters of corporate leadership, famously declared that "Culture eats strategy for breakfast." A private club's culture is its brand, and nothing shapes a club's culture like the way it is governed. A strong and inviting culture must be honored at all levels of a club—the members, the board and the staff. The club's governance model identifies how those levels relate to one another to form the culture. It is therefore incumbent on club leaders to seek a governance model most likely to support a culture befitting a club of the highest caliber.

In this inaugural issue of *Club Governance*, GGA Partners, a trusted advisor for clubs worldwide, and the National Club Association (NCA) have teamed up to develop this new governance periodical. It will be published semiannually in *Club Director* magazine and will address several pressing board room issues: 1) populating the board using a proven election process; 2) identifying keys to effective governance; and 3) serving members with transparency and accountability.

The benefits of sound governance are well-documented:

- An increase in member trust stemming from board transparency and accountability
- Increased efficiency in decision-making at both board and management levels
- · Greater consistency and sustainability year-over-year
- · Better clarity of roles of key players, e.g., officers, board members, committee members and staff

GGA Partners has contributed substantial guidance to NCA's governance toolbox over the years. Among the must-have tools provided by the NCA and GGA Partners alliance is the Board Policies Manual (BPM), which is the centerpiece to the Club Governance Model, the industry standard in club governance. Based on GGA Partners' on-going club member surveys throughout the U.S., we know that club members' expectations of club leaders are high and more pressing. This first issue of *Club Governance* is for club leaders interested in better governance and leadership. It will be followed by issues dedicated to tools and tactics that will bring greater insight and understanding for club leaders intent on improving their governance and realizing the associated benefits.

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Governance in private clubs can too often resemble what is seen on the evening news: factions, resentment, distrust, skepticism and cynicism. In good times, and especially in troubled times, sound governance is essential.



# **Board Composition**

The starting point to sound governance is assembling a board that can properly represent the membership and bring different perspectives to the boardroom. Boards that are neither representative of the membership nor reflective of their surrounding community risk losing the opportunity both to serve their current members and to attract new members. Different perspectives may stem from different genders, races, ages, areas of interest and more. Be intentional about developing a diverse profile of board members and ensure that your board policies support an environment where different ideas are welcomed, not discouraged.





# **Avoiding the Status Quo**

The second key to effective governance is not settling for the status quo. Most people join private clubs to be around people like themselves: people who look, talk and think as they do and who represent a similar socio-economic stratum. As a result, when clubs look to elect new board members, they tend toward candidates of a similar background or mindset.

In its day, this approach may have seemed innocent enough, even well-intentioned. But in the context of a changing economic climate, its execution can reduce the board's openness to new ideas and hinder its ability to govern effectively. Directors become beholden to those who invite them into the boardroom and tend to side with their benefactors' views on how the club should be operated and governed. Consistently aligning decisions with longer-tenured board members can lead to organizational inertia such that the status quo is the default option. If your board is not trying to make the club better and tends to default to the status quo, not only will it not advance, it will probably retreat.

# **Selection Criteria**

The third factor to governing effectively is board selection criteria. Members want to know how people get on the board and what skills and the selection criteria are at work. It is critical that clubs be transparent about board selection criteria so that members understand the rules and have an opportunity to serve their club as a board member.

Boards deliberate as many—differences of opinion are welcome in the board room—but they govern as one.







efining a high-performing board, how it is formed, what it does, how it does it and how it is measured are fundamental challenges becoming more relevant as members seek efficiency, effectiveness and transparency from their boards. Drawing on data from hundreds of clubs, scores of general managers and club leaders, thousands of hours of member focus groups and formal governance reviews of clubs of every size and scope, GGA Partners has developed an approach to governance proven to benefit clubs and their boards as they seek to improve the ways to serve their members.

# **Member Policies and Board Policies**

The bylaws of a club are essentially member policies. They convey authority from the members to the board and typically describe the:

- Types of membership
- Qualifications and privileges of the different types of memberships
- Organization that will govern the club (e.g., Board of Directors/ Trustees)
- Size and terms of board members and officers
- Process for nominating and electing board members and officers
- · Authority given to the board and limits on the authority
- Process for amending the bylaws
- Other administrative matters, such as board member indemnification, member meetings, quorum requirements, and the like

Of the sections included in the bylaws, we are most often asked about the size of the board, the length of terms for directors and officers and the level of detail in the bylaws.

**Board Size:** There is no magic formula for the number of directors on a club board. The question involves a trade off between efficiency of decision-making and the distribution of board duties. Generally speaking, while a board is more efficient with fewer directors, it also is adding burden on a per member basis. The most common board size is nine members, which is also the mean and median size. Some bylaws will give a range to board size, e.g., from seven to 10. Having a range affords flexibility and, on its face, does not violate any principle of good governance. However, its use is infrequent, suggesting a greater member comfort in a specific number.

No one-size-fits-all number exists for board size; however, nine members provide an appropriate balance of efficiency and distribution of duties.

Board Terms: The most common terms for board members are three years and four years. Of the boards with three-year terms, about half allow for an additional term. Clubs with four-year terms are less likely to allow an additional term. The issue with board terms is a tradeoff between allowing more members to serve on the board and the benefits of a more experienced board member. Generally speaking, the quality of board membership improves with length of service. Accepting this assumption, while allowing a board member to serve an additional term reduces the opportunities for club members to serve on the board, it is a price worth paying for a higher functioning board. Accordingly, absent any other factors relating to board terms, offer a three-year term with the option of standing for election for an additional term. This recommendation rests on the requirement to stand for

election, meaning that the board member's additional term is based on his/her performance during the first term.

Officer terms: Although the most common term for club officers is one year, it is not uncommon for clubs to allow officers a second year of service. Of course, officer terms tend to be linked to terms for board members. For example, if the term for a director is limited to three years without the option of another term, the term for officers is generally one year. However, if board members may be re-elected for a second term, officer terms are often two years or one year with an optional addition year. It's advisable to offer the optional second term for directors, as well as the optional second year for officers—with the understanding the officers will be re-elected for the additional year based on their performance during the first year.

Good officers are hard to find and if they perform well for a year and are willing to serve another year, it makes sense for the club to benefit from another year of their leadership. Too often, however, an officer, particularly a club president, is burned out after a year and declines to

serve the second year. Improvements in the governance process can reduce the load on the president and improve the chances of her/his serving the additional year.

Bylaw level of detail: Bylaws vary considerably in length and level of detail. For example, one set of bylaws may simply authorize the board to form committees while another set will prescribe what specific committees are to be formed, how the committee chairs and members will be selected, the scope and authority of the committees, etc. Bylaws should contain only the basic information such as the items listed above, thereby allowing the board to detail in its policies how it will use the authority granted in the bylaws. The more flexibility afforded the board, the greater its ability to adjust to changing situations. Baking restrictive policies into the bylaws can hamper the board's flexibility to govern efficiently.

**Board Policies:** Keeping the bylaws lean is advised only if the board takes action to develop and publish its own policies. Members deserve to know how the board will use the authority that the members delegate to accomplish the mission of the club. This is where a board policies



manual (BPM) comes in. The BPM is a compendium of all standing board policies, which describe how the board will use the authority granted by the bylaws to carry out its governance duties. They address issues like:

- Articulation and confirmation of strategic direction such as vision, mission, values and strategic planning
- Expectations of the board as a whole, its commitment to transparency, civil discourse, strategic thinking and club rather than personal loyalty
- Expectations of individual board members regarding attendance, open-mindedness, committee leadership and maintaining confidentiality
- Committee structure, formation and role in supporting the board and the general manager
- Meeting conduct, use of a consent agenda, premeeting materials, minuting and resolution of differing views
- Relationship between the board and the general manager, the

expectations for their performance, the annual evaluation process, the scope and limits on the general manager's authority

Often a club's bylaws will dictate how the board will carry out the above duties, thereby restricting the board's ability to adjust to changing situations. The importance of a BPM will be addressed in subsequent articles in this issue, but to the question of how much detail to include in the bylaws:

- Keep the bylaws lean thereby giving the board latitude to develop its policies
- Include in the bylaws the requirement for the board to develop a BPM

Unless the board is transparent in documenting how it will use the members' authority articulated in the bylaws, it invites the members to be more directive in its instructions. A BPM will encourage the members to give the board the license to develop policies that can be amended to changing situations without going to the members for approval.





wo decades ago, Jim Collins wrote the best-selling book "Good to Great," which identified characteristics of companies that significantly out-performed others in their respective industries. First among the characteristics was "First Who, then What," a chapter on getting the right people on the bus. The advice is just as relevant to the clubs as it is to other organizations. Below is a proven approach for a club to get the right people on its board.

# Basic Principles for Assembling an Olympic-caliber Board

In 1992, the USA basketball team defeated Croatia 117-85 for the Olympic Gold Medal. The score was the closest any opponent would come to the group of U.S. players known as the Dream Team, which included rebounders like 7-foot Patrick Ewing, ball handlers like 6-foot John Stockton, and scorers like 6-foot-6-inch Michael Jordan. The Dream Team operated as a unit with each player applying his individual skill to the team's objective.

It may be a stretch to compare the election of a club's board of directors with the selection of an Olympic basketball team. Yet, while there's no gold medal for those elected, the principles of assembling a club board are not so different from those an Olympic coach employs when selecting a squad. Those principles are described below along with thoughts on applying them to a club's board election process.

# **Principle 1: Be Intentional in Defining Your Team**

How would you describe the types of people you want on your board? Here are three categories of criteria:

- 1. Required characteristics
- 2. Desirable characteristics
- 3. Desirable experience/skill sets

Category I: Required characteristics. These characteristics are just that, required. Your bylaws may contain some necessary criteria, such as a candidate being an equity member, being a member for a certain number of years or having served as a member of a committee. The board can expand the list of essentials to include qualitative features such as a candidate being known as a person of trust and integrity or for being a team player, as an example. Although such qualitative features may seem hard to define, they are the most important of the required characteristics. Team players don't come with personal agendas; they listen to the views of others; and they foster the collegial culture you want on your board. Don't worry about the lack of a concrete definition of a team player. Your Nominating Committee will know what you mean.

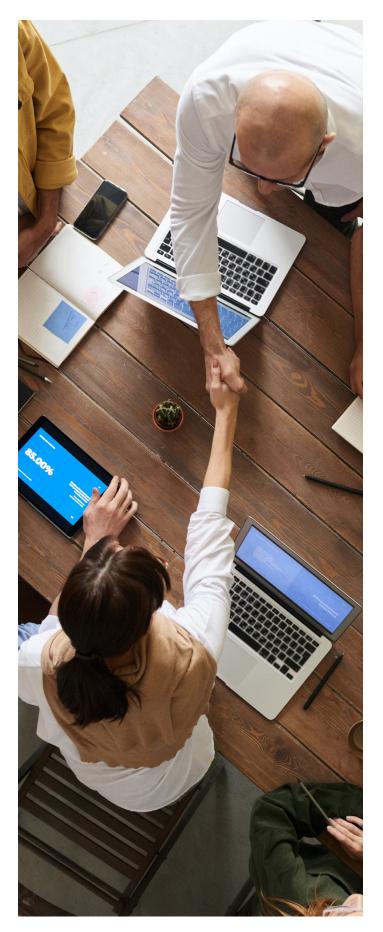
Category II: Desired characteristics. You've heard that a club board should mirror its membership and here is where you make it happen. Club memberships are typically diverse, and you want your board discussions to benefit from that diversity. This is not about quotas or diversity for sake of political correctness; this is about seeking perspectives, a full range of them. Decide which points of view would be valuable on your governing body (different age groups, different genders, different interests in club activities, etc.). You may want to be specific in terms of the number of board members in a particular category, for example, at least one from each age group, or you may simply direct the Nominating Committee to take the makeup of the board into account as it evaluates candidates.

Be careful here, however. You are seeking perspectives, not representatives. You want board members to bring insight and enlightenment, a commitment to the duty of loyalty, which is putting the interest of the club ahead of any personal interest. You don't need board members who consider it their responsibility to represent a particular age group or activity. Such an attitude leads to factions and cliques. Although you want your board discussions and decisions to benefit from the different perspectives around the table, you want decisions to be made in the interest of the club overall. In short, debate as many; govern as one.

Category III: Desirable experience/skill sets. Along with the multiple perspectives you want at your board meetings, you also want multiple skills and expertise—perhaps an accountant, an attorney, an engineer, a real estate expert and members from other professionals. The list will depend on your type of club and the kind of issues your board and club may be facing. In addition to particular skill sets and professions, you may want to consider time on a particular committee and the effectiveness of the prospective candidate as a committee member.

Once you have completed the criteria under each of these categories, put them in writing. Develop a Board Profile (see sidebar on page 9) and instruct your Nominating Committee to honor it during its process of selecting candidates.

Remember that Category I traits are the only ones required of each candidate. The characteristics in Categories II and III are desirable, but not mandatory. You may not be able to check off every item in Categories II and III, but your board can direct the Nominating Committees to try. Instruct it to ensure that all candidates possess Category I characteristics and to use its best efforts to select candidates with perspectives listed in Category II and expertise/skill sets in Category III.



# **Principle 2:** Form an Independent and Objective Nominating Committee

Build your dream team by laying a firm foundation. Assemble a Nominating Committee that is independent and objective, a goal that is far easier to set than it is to accomplish. If your bylaws dictate the process used in forming your Nominating Committee and you don't feel you can amend them, you are, of course, bound by it.

It is difficult to define an "ideal" process for selecting Nominating Committee members, but general advice is to keep it simple. Clubs devise complicated schemes for populating Nominating Committees in an attempt to achieve independence and objectivity. But these processes are too often over-engineered, and they not only don't guarantee an independent, objective Nominating Committee, but also add an unwanted level of complexity to the election process.

The most efficient approach is to select the chair of the Nominating Committee based upon the highest standards of integrity and impartiality. Allow him or her to use the same standards to choose the other committee members and present them to the board for approval. While this may be the most efficient method of forming a Nominating Committee, most clubs would rule it out as politically incorrect and undemocratic. It places too much power in one person. So, most clubs install methods such as having a Nominating Committee elected by the members, using a lottery to pick committee members, drawing on the immediate past president to chair the committee, and many other approaches. Your process will depend on your club's culture and the level of trust your members have in the board.

Whatever process you choose for selecting your Nominating Committee, ensure that it includes a filter that tests for independence and objectivity. Be sure also that your Nominating Committee is committed to using the board profile you have established as part of honoring Principle 1.

# **Principle 3: Use an Uncontested Election Process**

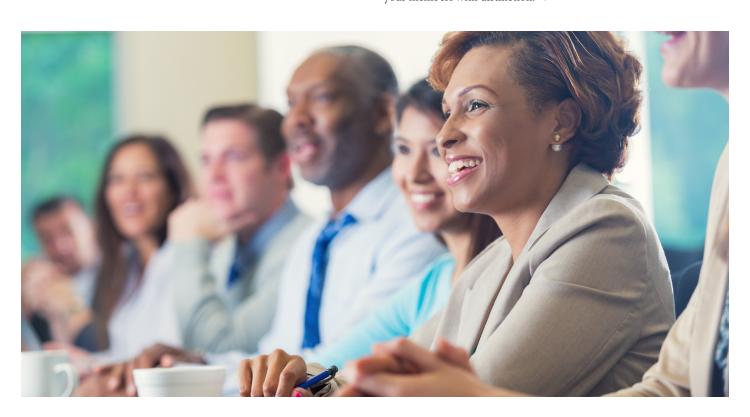
The third principle in building a dream team is to conduct an uncontested election, whereby the Nominating Committee selects a slate of candidates equal to the number of board positions to be filled. No election process is completely void of politics, but uncontested elections keep the damage brought on by politics to a minimum. A contested election will frustrate your attempts to build a dream team as it will allow your new board members to be elected on their popularity, their affiliation with a particular group or some basis other than the merits posted on your board profile. If your bylaws call for contested elections, try to change them. Even if you have an uncontested election process, your bylaws may allow for nominations by petition signed by a certain number of your members. If so, incorporate two features to your election process:

- Ensure your ballot distinguishes between the nominees from the Nominating Committee and the nominees from petitions.
- Require voters to vote for the number of candidates equal to the vacant slots on the board.

If you include these two features and have honored the first two principles in this article, your members will elect those candidates nominated by the Nominating Committee.

### Your Dream Team is within Reach

Calling your board a dream team may be a bit much, but the principles and practices described above are well within your reach. If you don't set a target, you'll miss it every time. If you don't define what you want your board to be, you won't achieve it. Decide what your ideal board looks like, write it down, select a Nominating Committee that will honor the board profile, and watch your dream team develop and serve your members with distinction.





The three categories below reflect the board's perception of the ideal configuration of its membership. The profile is "aspirational" in that it is rarely achieved at every point. However, it serves as the primary reference point for the nominating process. The Nominating Committee is instructed to use the profile to inform its process in selecting new board members.

## A candidate must:

- A. Be a member in good standing for at least three years
- B. Be widely known as a person of integrity
- Have demonstrated ability to work as a team member
- Have served on at least one club committee for at least one year

- II. We desire a board that reflects multiple perspectives in terms of:
- A. Types of interests and club activities
- B. Gender
- Types of memberships
- D. Age group
- III. In addition to meeting the criteria in Category I and to helping the board reflect the perspectives in Category II, the board seeks members who possess the traits below.

	Our ideal Board Profile would have members with experience in these categories	Directors who have	Prospects who have
A.	Experience on other nonprofit boards		
В.	Legal expertise		
C.	Financial expertise		
D.	Hospitality expertise		
E.	Expert in technology or social media		
F.	Experience as a business leader		

<sup>\*</sup>The entries in this sample Board Profile are for illustration purposes only. Each club will have its own set of mandatory and desired criteria.

# Building Accountable and Transparent Boards

THE BOARD'S PATH TO EXCELLENCE



hen speaking about club governance, we distinguish between principles and practices. Principles are those elements of a governance model that are to be held inviolate. The five principles that are critical to the efficiency and effectiveness of a club governance model are:

- 1. Clarity of authority transfer
- 2. Clarity of accountability
- 3. Board speaks with one voice in writing
- 4. Selection of board members on the merits
- 5. Committing to excellence

In previous articles in this issue, we addressed principle three in our discussion of a board policies manual and principle four in our dream team feature. Now we will cover the remaining principles.

# Clarifying and Trancing Authority and Accountability

Both member policies (bylaws) and board policies (board policies manual) play a key role in transferring authority and assigning accountability. The bylaws not only describe the governing body (board), including its size, officers and terms of service, but also the authority the members delegate to the board. Some bylaws give broad, wide ranging authority without detail, while other bylaws list specific duties the board is authorized to carry out. Almost all bylaws contain caveats that limit the board's authority, such as a limitation on assessments, selling property or amending the bylaws. While a small minority of club bylaws will permit the board to amend the bylaws, the vast majority require amendments to be approved by the members.

Although all clubs have bylaws that convey authority from the members to the board, in too many clubs, the authority transfer gets stalled at the board level. In order to honor the first basic principle, the board must clarify in writing how it will use its authority to achieve the club's mission. A board policies manual (BPM) is the most efficient and effective method for the board to communicate how it will use the authority given it in the bylaws. Just as the bylaws delegate authority to the board with certain caveats, so the board delegates authority in a BPM to the general manager with caveats and the general manager to his/her staff with caveats in staff handbooks. Each level of the organization therefore understands what decisions it is permitted to make. If the boundaries for decision-making shift because of a changing situation, the appropriate document conveying the authority is amended.

## **Accountability Through a BPM**

In the same way a BPM makes clear how the board will be structured, how it will operate and what authority it will grant the general manager, it also makes clear how the board will hold the general manager accountable for exercising the authority to accomplish the club's mission. The BPM includes a list of reports it expects to receive from the general manager along with their frequency. It also includes a reference to the strategic plan and how the decisions by the general manager are expected to align with the plan. Finally, a BPM includes the annual goals or benchmarks on which the general manager will be evaluated. Just as important as clearly documenting the transfer of authority is clearly articulating accountability, such as clarifying what is expected of the general manager in utilizing his/her delegated authority. In this case, documenting means explicit written policies. Too often

boards operate on implicit policies, relying on word of mouth, tradition, experience of officers or some other source for making decisions. Not formally establishing policies in writing invites decisions by people, rather than rules that base policies on thoughtful discussions and deliberation, not by the highest ranking or loudest person in the room.

One of the most frequent messages we hear during member focus groups is the perceived lack of transparency on the part of the board. Such a perception often leads to distrust and unwarranted criticism. Explicit policies appropriately cataloged in a BPM will not only provide for a clear description of authority and accountability, but it will also communicate a posture of transparency between the board and the staff as well as the board and the membership. A board that makes clear in a BPM how it will employ its authority displays both an openness to the members as well as its accountability to them.

Not formally establishing policies in writing invites decisions by people, rather than rules that base policies on thoughtful discussions and deliberation, not by the highest ranking or loudest person in the room.

# **Committing to Excellence**

The fifth principle of good club governance is a commitment to excellence. In a way, this is a catch-all principle that subsumes best practices, i.e., policies and methods that foster efficiency in governing, effectiveness in operations and cohesiveness in the community. It's the principle of encouraging boards to initially look for ways to get good and constantly seek ways to stay good. Strategic plans almost always need to be reviewed and refined as assumptions or trends change. Board policies will require additions, deletions or amendments. Operations rules and regulations also must adjust to the times. But responding to change must be orderly and not responsive to a whim. Good boards document their plans but are ready to alter them after due consideration of the reasons for change. In the same way good boards develop and publish board policies, it should use them as a governance management system, and adjust them as situations warrant. Sustaining good governance is neither about rigidly holding on to current policies nor about making hasty changes in course. •

# Gaining Governance Consistency How to Reduce the Annual Speed Bump



By Fredric Laughlin

ach year a substantial percentage of clubs experience a change in board members and officers. The result is an annual adjustment period as the new president, new officers and a board of several new members establish themselves in their respected positions. Often club bylaws will designate the president as the chief executive officer without spelling out what that means. Lacking any clarification, newly elected presidents are left to decide how much autonomy they will exercise over their term, which is often only one year. The combination of a new president finding their way as the manager of the board and adjusting to new directors produces what we call the annual speed bump, which causes a slow up prior to the annual election and an adjustment to new leadership after the election.

The best way to reduce the impact of the annual speed bump is to use a board policies manual (BPM) to set policy that can be amended only by the majority of the board. Even if a third of the board turns over, there will be two thirds of the board to provide stability. A BPM also contains policies

that clarify the role of the president. This doesn't mean that the president's role is diminished; rather, it is defined. For example, a BPM might specify that the president chairs the board, works closely with the general manager, chairs the annual meeting, and serves as the spokesperson for the club. As the title implies, the primary duty of the president is to "preside," to manage the board and hold it accountable to follow its policies.

Although the annual change in officers and board members at a club will quite likely produce a speed bump, the impact of the bump can be dramatically lessened by developing a BPM that contains policies that will require the entire board to amend and policies that describe the role and authority of the officers—particularly the role and authority of the president. The function of the BPM is not to protect the status quo at all costs, but rather to ensure

that changes are made after due deliberation by the board as a whole.

# **Guard Against Strategic Plan Disruption**

Even more potentially damaging than the annual speed bump is an interruption in the implementation of the club's strategic plan. Normally the planning horizon of a strategic plan is three to five years. Therefore, for the plan to be effective, it needs to be honored year over year. If a new president or a board comprising new members no longer supports the plan, it will obviously cease to have its value. Good strategic plans inform decisions in the present that will

have positive effects in the future. But when the future becomes the present, the plan must still be operative as the basis for decision-making. A new president deciding on their own that the plan is no longer relevant not only causes the plan to lose its influence, but it may also foment distrust in the board's vision, skepticism in the strategic planning process and postponements of any planning efforts well into the future.

# Guarding against a disruption in the execution of a club's strategic plan requires two factors:

- 1. Ensure that the plan is board-owned—not the product of the Strategic Planning Committee, the vision of a new president or a recommendation from a consultant. The adoption of the plan must be approved by at least a majority of the board and possibly a super-majority.
- 2. Incorporate the strategic plan by reference in a BPM. It should include a policy making clear that the role of the plan is to provide the basis for decisions made by the board and the staff, and the requirement to review the plan annually and adjust it only if approved by a majority of board members.



# A Case Study of Good Governance **Greensboro Country Club**

By Fredric Laughlin

Tou would be wrong if you think of Greensboro Country Club (GCC) as a sleepy, tradition-bound club within a tradition-bound community. Not only is Greensboro, N.C., a steadily growing city, but its eponymous country club is also expanding as evidenced by its recent \$19 million renovation project. Yet just as deserving of compliments on its physical plant is GCC's governance model, which honors all five basic principles of good club governance as well numerous best practices.

"It took some work," remembers Jason Bohrer, GCC's past president, who led the effort to refine the club's governance model, "but we had an open-minded board, a knowledgeable COO/GM, and a commitment to see it through." Terra Waldron, COO/GM, knew it would take strong board leadership to effect changes in the governance model. "I've been blessed with supportive presidents and board members," she explains. "They established a model that makes my job and the job of the board so much easier. Plus, I can rely on our uncontested election process, run by a well-regarded Nominating Committee, to continue to supply highly qualified board members."

In addition to enjoying a quality board, GCC has documented board policies and processes that communicate how the board will carry out its fiduciary duties. The centerpiece of the GCC governance model is its

board policies manual (BPM), which makes clear the roles of the key participants like the president, board members, committees and the COO/GM.

"The BPM keeps the board in its lane," describes current GCC President David Egerton. "It documents the expectations of individual board members and the board as a unit. It keeps us focused on strategic matters, leaving operational matters to the COO/GM." Egerton notes, "We want to be transparent to our members. They give us the authority to govern the club and trust us to use it wisely. The BPM communicates how we are using that authority and helps us be accountable to our

The future looks bright at GCC as it completes its physical renovation and draws on a solid governance model to provide efficient and effective leadership. Waldron summarizes, "While we are delighted with our governance model today, we must stay alert to opportunities to improve it. Committing to excellence is a principle of good governance, which calls for continuous improvement. The structure provided by the BPM gives us the framework that easily accommodates change, allowing us to employ best practices in governance and give our members the leadership they deserve."

# To find solutions, you must know where to look.



A well-crafted strategic plan answers the tough questions and provides a game plan for achieving optimal performance.

At GGA Partners we help our clients formulate winning strategies by taking a 360-degree view of their business to develop data-driven and experience-backed solutions.

Let's discuss how we can help find solutions for you and your club today.

