



# Piers Park Sailing Center Board Manual

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# Piers Park Sailing Center: Introduction to the Organization

## What is Piers Park Sailing Center?

Piers Park Sailing Center (PPSC) is a community sailing center located on the waterfront in East Boston that provides accessible programming and educational opportunities throughout the year.

### **Mission Statement:**

To foster inclusive empowerment through marine science and community sailing.

### **Vision Statement:**

Piers Park Sailing Center envisions a harbor that is welcoming, accessible, and inclusive to all.

## PPSC History

Piers Park Sailing Center is an inclusive waterfront community dedicated to empowering children of all levels of ability on Boston Harbor through sailing and marine science education. Located on the waterfront in East Boston, Massachusetts since 1998, Piers Park Sailing Center (PPSC), a charitable organization, has provided instruction for over 24,000 children. Today PPSC allows over 2,500 children and adults to enjoy Boston Harbor every year.

Piers Park was constructed by the Massachusetts Port Authority (Massport) to mitigate the expansion of Logan Airport. Massport funded PPSC's programs for youth at \$250,000/year until the terror attacks of September 11, 2001. At that time, MassPort discontinued funding and transferred ownership of PPSC's fleet to PPSC. PPSC currently leases the property from Massport at no charge.

Piers Park Sailing Center remains one of the only public-access waterfronts in Boston. In addition to providing public access for all, PPSC is committed to:

- making sailing instruction and sailing inclusive and available for all;
- serving economically disadvantaged families;
- providing youth with educational afterschool and summer activities;
- offering a floating classroom with STEM education opportunities for school field trips;
- developing Future Leaders (14/15-year-old students) and their life skills by offering job training and professional development opportunities to become sailing instructors;
- continuing to offer an award-winning adaptive program for children and adults with disabilities including our designation as a Paralympic Sports Club.

Since its inception, PPSC has received an Adaptive Environments Award as well as an International Excellence on the Waterfront Award. In 2013, the sailing center was honored by the Boston Chapter of the National Spinal Cord Injury Association for excellence in the field of

Adaptive Recreation. Also, in 2013, US Sailing presented PPSC with its Outstanding Outreach and Inclusion Award. Piers Park Sailing Center was named Boston Magazine's Best of Boston in 2014 and 2015, and in 2017 was recognized by the General Court of Massachusetts for its dedication to serving economically disadvantaged families of children with complex medical needs.

## Document Introduction

This document outlines the duties, roles, responsibilities, and practices of the Piers Park Sailing Center (PPSC) Board of Directors (“Directors” or “the Board”), as well as steers Directors to additional Board-related and organizational resources. It is designed to serve as a roadmap and guide to your service on the PPSC Board.

This document is developed and maintained by the Governance Committee of the PPSC Board. The Governance Committee reviews and updates the document as needed.

Board roles and responsibilities are further described in PPSC’s By-laws and excerpted in this document. If there is any discrepancy between the PPSC Board Manual (Manual) and the bylaws, the bylaws will be the governing document.

# About the Piers Park Sailing Center Board of Directors

The PPSC Board of Directors consists of a minimum of six (6) and a maximum of twenty-one (21) directors. The board officers shall be elected at the annual meeting or at any other time as agreed to by a majority vote by the Board.

Each director shall be eligible to serve 2 (two) consecutive terms of 3 (three) years. Directors shall be eligible to serve additional terms 1 (one) year following completion of the 2 terms. In special circumstances as identified by a member or members of the Board, terms may be extended in one (1) year increments by a majority vote of the Board. The terms of any Directors actively serving as Officers of the Board shall be extended through the completion of the term of office.

## Board Vision

The Piers Park Sailing Center Board of Directors works in collaboration with the Executive Director and Staff as we work together to maintain an impactful, vibrant and sustainable organization.

The Board vision is focused on positive impacts in three primary areas:

- **Youth Sailing & Education:** Piers Park Sailing Center provides education and opportunities in sailing, leadership, marine science and STEM, regardless of socio-economic status.
- **Adaptive Sailing:** Piers Park Sailing Center provides fully inclusive programs for youth and adults with all types of cognitive and physical disabilities.
- **Community Access:** Piers Park Sailing Center provides adult instruction, membership-based community sailing, public kayaking, and we build community through racing and other social activities.

Piers Park Sailing Center's complete vision statement is available at

<https://piersparksailing.org/about-us>

## Board Structure

Within the Piers Park Sailing Center (PPSC) Board, work is conducted at the individual, committee, and full-Board levels. Individual-level work includes participation in group work as well as individual activities.

Committees are responsible for advancing the work of the Board in specific areas such as Fundraising, Finance, and Governance. Board members are asked to participate in at least one Committee. In addition, the board officers, as well as the Executive Director serve on the Executive Committee.

The work of the full Board is performed in accordance with the requirements laid out in the [PPSC Bylaws](#) and is guided by annual Board goals, which are set by the full Board. There are four officers of the Board: Chair, Vice-Chair, Treasurer, and Clerk. Said officers shall be known as the Executive Committee. The Chair may not serve concurrently as a Vice Chair.

**Chair.** The Chair is the chief executive officer and presides at all meetings of the Board of Directors and its Executive Committee.

**Vice Chair.** The Vice Chair performs the duties of the Chair in the absence of the Chair and assists the Chair in the discharge of its leadership duties.

**Clerk.** The Clerk gives notice of all meetings of the Board of Directors and Executive Committee, keeps an accurate list of directors, and has authority to certify any records, or copies of records, as the official records of the organization. The Clerk maintains the minutes of the Board of Directors' meetings and all committee meetings, unless those responsibilities are otherwise delegated.

**Treasurer.** The Treasurer is responsible for conducting the financial affairs of the organization as directed by the Board of Directors and Executive Committee, if any, and reports on corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

**Executive Director.** The Board may hire an Executive Director who shall be responsible for carrying out the policies and directions which the Board establishes. The Executive Director shall have full authority over day to day operations including hiring, firing and supervision of staff; approval of operating expenses; signing checks; establishment and supervision of internal administrative procedures; in addition to any other duties or powers normally that of an Executive Director of a charitable organization incorporated as a not- for-profit entity under Sec. 501(c)(3) of the Internal Revenue Code. The Executive Director shall report on the organization's affairs on a quarterly basis, or more frequently if requested by the Chair on behalf of the Board of Directors.

## Board Member Roles and Responsibilities

The Piers Park Sailing Center (PPSC) Board of Directors is the legal, governing Board of PPSC. The Powers and Duties of the Board are described in the [PPSC Bylaws](#). This Manual is supplemental and complementary to the PPSC Bylaws, providing incremental detailed information that is not specifically included in the Bylaws. If there is any discrepancy between the PPSC Board Manual (Manual) and the bylaws, the bylaws will be the governing document.

Expectations of individual Board Members are described in the PPSC Board Member Statement of Understanding and include the following annual commitments:

- To interpret the organization's work and values to the community, represent the organization, and act as an ambassador.
- To attend at least 75% of board meetings, including committees I am assigned to.

- To RSVP my attendance for board meetings or board committee meetings at least one day in advance to either the board president (for board meetings) or the committee chair (for committees to which I am assigned.)
- To volunteer a minimum of 4 program hours annually.
- To each year provide a donation of \$2,000 This donation can be achieved in several ways. The board member will make a minimum donation of \$100 or more personally, In addition, the board member may influence a donation from a new donor, or personally contribute time as a volunteer with their support to be valued at fair market value of no less than \$30 per hour contributed.
- To actively participate in one or more fundraising activities.
- To act in the best interests of the organization and excuse oneself from discussions and votes where there is a conflict of interest.
- To stay informed about the activities and current issues at Piers Park Sailing Center.
- To participate in and take responsibility for making decisions on issues, policies and other board matters.
- To work in good faith with staff and other board members as partners towards the achievement of our goals.
- To serve on a minimum of one Board committee.

## How the Board Operates

*The following sections of this Manual further describe the work of the Board including key activities, processes, and roles, within the three major areas of responsibility.*

### Board Composition and Functioning

The PPSC Board assures that the Board is well constituted and fully informed and prepared to carry out its responsibilities – in other words, to do the best job it can do, be effective, energizing and energized, and continue to improve and strengthen itself.

The Board seeks to fully assess and value the resources of a diverse mix of members. Where gaps are identified the Board will seek other mechanisms to ensure exposure to a full range of perspectives to inform its guidance and decision-making. The Board strives toward inclusion and commits to continuously seeking to recognize and address racial and other inequities.

Board activities relating to Board composition and functioning fall into four areas: Board meetings, committee meetings, composition and recruitment, and planning and assessment.

#### Board Meetings

##### *Structure and Timing*

Board of Director meetings are held four times per year. These meetings are typically scheduled to last two hours and are held in the evening. New board members are offered an orientation session to introduce them to PPSC's mission, structures and strategy. This orientation session is open to any board member who would like to attend.

##### *Meeting Agendas, Materials and Minutes*

Board members will receive by email an electronic copy of the meeting agenda and supporting materials no later than three days prior to the scheduled meeting.

Meeting minutes are recorded and distributed to Board members as part of the following meeting's materials packet.

#### Committee Meetings

Board Committees typically meet remotely via video conference or telephone. Meetings are scheduled as needed.

### Board Composition and Recruitment

The PPSC Board of Directors consists of a minimum of six (6) and a maximum of twenty-one (21) directors. We strive to maintain a diverse board that is representative of the community and individuals who we serve.

## Current Board

A list of current Board members including affiliated organization is maintained on the [PPSC website](#)

## Board Recruitment

Prospecting and recruitment of new Board members is led by the Board Governance and Nominating Committee. Recommendations are brought to and voted on by the Board at large by email or at full Board meetings. Recruitment is guided by agreed-upon priorities relating to the overall composition of the Board. Current recruitment goals are described in the annual Board goals and maintained on the Team site. In addition, all Board members are asked to suggest possible prospects to the Board Governance and Nominating Committee.

## **Committees**

The Board ensures the public trust and organizational integrity by setting good policy: ensuring that policies and plans meet PPSC legal and financial requirements, align with organizational mission and values, and support the achievement of organizational purposes. The Board serves as a high-level thought partner for senior leadership, and particularly the Executive Director, as they chart the organizational and programmatic direction of PPSC.

Much of the work of the Piers Park Sailing Center Board is accomplished in subcommittees. Here are brief summaries of these committees, the broader duties of the Board that each committee stewards, and committee operations.

## **Executive**

The Executive Committee includes the Board Officers (Chair, Vice-Chair, Treasurer, and Clerk), and the Executive Director. The Executive Committee takes primary responsibility for coordinating with the Executive Director on Program and Operations Planning and Oversight, as well as Personnel issues. Key documents and procedures relating to programs and personnel are described below.

## Program

### ***Program and Operations Planning and Oversight***

PPSC management, led by the Executive Director is responsible for ensuring that program and operational plans are developed, monitored and updated for a timeframe appropriate to the program or project. Operations and program updates are presented to the Board of Directors at meetings and plans and reports are available to Board members at their request, in support of the Board's oversight of mission alignment and organizational impact.

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### ***Additional Program Resources***

PPSC periodically produces a variety of resources relating to PPSC programming including program descriptions, program materials, promotional materials, concept papers, grant proposals/reports, and other reports. These materials (excepting grant materials) are distributed to current and prospective program partners, supporters and other stakeholders and many are made available on the PPSC website.

## Personnel

### ***Organizational Structure and Staffing***

The Executive Director is charged with staffing the organization to achieve its goals.

A list of current staff including biographical information is maintained on [PPSC's website](#) .

### ***Executive Director***

The Board of Directors is responsible for selecting the Executive Director and sets Executive Director Compensation. The Board regularly evaluates the Executive Director's performance and provides additional feedback as needed. The duties and powers of the Board regarding the Executive Director are further described in PPSC's By-laws.

### ***Compensation***

- The Board of Directors is responsible for setting compensation for the Executive Director. The board relies on Guidestar data on salaries of executive directors of similarly sized non-profits in the Boston area.

The Executive Director is responsible for setting compensation for all other PPSC personnel. Salary surveys for similar job descriptions in the greater Boston area are used to determine appropriate compensation.

### ***Personnel Policies***

The Board of Directors periodically reviews and approves personnel policies and procedures and assists staff with the development of personnel policies as requested. These policies are documented in the PPSC Employee Handbook.

### ***Employee Conflicts***

This manual outlines PPSC's policies and practices as they relate to employee complaints regarding allegations of harassment or other violations of PPSC's stated expectations and policies. The employee manual also documents PPSC's employee grievance and whistleblower policies.

In most cases, employee grievances are directed to and handled by members of the PPSC staff in accordance with a chain of command outlined in these manuals. In that chain of command,

the Board plays a named role in receiving and investigating complaints that are made against the Executive Director. In accordance with these policies, such employee complaints are directed to and handled by the Board President. The Board President is also briefed on any employee grievances that relate the Board's responsibility as governors and stewards of the organization.

Following existing processes is essential to ensuring organizational health, which is a key responsibility of the Board of Directors. Any other member of the Board who is made aware of a complaint or issue relating to a current or former employee of PPSC shall immediately notify the Board President, who will determine the appropriate course of action under PPSC's personnel policies and procedures.

In matters that require it, the Executive Committee of the Board will be responsible for involving legal counsel. This may either take the form of consulting a member of the board with appropriate legal training, or engaging outside legal counsel. Whenever possible, pro bono assistance will be sought, but from time to time it may be necessary to engage a legal firm for a fee. Such expenses will be approved by the Executive Committee in advance.

### ***Anti-Retaliation and Whistleblower Policy***

This policy is designed to protect PPSC employees and address PPSC's commitment to integrity and ethical behavior. This policy is fully documented in the PPSC Employee Handbook.

## **Governance**

The Governance Committee has primary responsibility for ensuring that Board practices are effective and aligned with the organizational mission and values. In addition, the committee is responsible for recruitment of new board members.

### Policies and Procedures

The Governance Committee is responsible for updating the PPSC Bylaws and the PPSC Board Member Manual.

### Nominating and Board Recruitment

Prospecting and recruitment of new Board members is led by a nominating committee which operates as a subcommittee of the Governance Committee. Recommendations are brought to and voted on by the Board at large by email or at full Board meetings. Recruitment is guided by agreed-upon priorities relating to the overall composition of the Board. Current recruitment goals are described in the annual Board goals and maintained on the Team site. In addition, all Board members are asked to suggest possible prospects to the Nominating Committee.

### Strategic Planning

The Board of Directors is responsible for ensuring that the organization conducts its work in accordance with the stated mission and in a manner that ensures the public's trust. To support

this aim, the Board, led by the Governance Committee, works with the Executive Director to periodically re-evaluate the organization vision and mission and to define the organization's broad directions and long-term goals. These are articulated in an organizational strategic plan which is approved by the full Board.

## Finance

The Finance Committee provides financial oversight for the organization. The Finance Committee works with the Executive Director and PPSC staff to create an annual budget, which is then approved by the full board. The PPSC Finance Committee meets monthly to receive and review monthly budget and financial reports and participates in the annual audit process.

This section describes the processes and policies employed by the Finance Committee, staff, and Board to support the responsible management and use of PPSC's financial resources.

### Annual Budget

The powers and duties of the Board with respect to the budget are as follows:

- Assures that budget allocations are consistent with long-range and annual plans and priorities
- Assures that the budget is realistic and balanced, and that resources are not being stretched too far
- Reviews and appraises decisions involving major financial obligations

PPSC operates on a 1-year fiscal-year budget (November 1<sup>st</sup> through October 31<sup>st</sup>). The Board reviews and approves the annual budget at the fall meeting. Provisional approval of the budget is made by the PPSC Finance Committee, for final review and approval by the full Board at the annual fall meeting.

The current organizational budget is made available to Board members in advance of the meeting where the budget is to be approved, and maintained on the Board of Directors Team Site.

Budget concerns may be raised by a member of the Board at any time and should be directed to the Board Treasurer, who will then bring the matter forward to the Board Finance Committee and/or, at the Treasurer's discretion, the Board Executive Committee. Concerns relating to the capacity or performance of the Treasurer should be directed to the Board Chair, who will bring the matter forward to the remaining members of the Executive Committee.

### Budget and Financial Reports

The PPSC Finance Committee receives and reviews monthly budget and financial reports. The Treasurer reports on PPSC's budget and financial position and written reports are distributed to the full Board at PPSC board meetings and the Board's review of this report is recorded in the

meeting minutes. This process is reviewed annually by the PPSC Finance Committee.

### Audit

The Commonwealth of Massachusetts requires that all organizations with gross support and revenue that is more than \$500,000 in the fiscal year submit audited financial statements prepared by an independent certified public accountant (CPA). Our practice is that an external audit of PPSC's financial statements be conducted annually. The audit report is made available to the PPSC Board of Directors.

Retention of associated documents is governed by the PPSC Document Retention Policy.

### **Selection**

The PPSC Finance Committee is responsible for periodically soliciting bids and selecting an external auditor and for reviewing PPSC's annual audited financial statements, management letters, and IRS Form 990.

### **Review and Approval**

The Executive Director and Board Treasurer receive and review the annual audit, assessing the following:

With the auditor:

1. Whether the auditor was able to complete all phases of the audit,
2. Whether management/staff complied with auditor requests (including any proposed adjustments or disclosures) or conversely, imposed any limitations on the auditor/audit process
3. Whether any areas of serious concern were identified
4. Whether there are any other items that should be discussed.

With management:

1. Whether management believes financial statements are fairly and accurately presented;
2. Whether there were any problems or difficulties that arose with the auditor that were not resolved in a manner agreeable to both parties;
3. Management's evaluation of the auditor services;
4. Whether there are any other items that should be discussed

The Treasurer presents the audit to the full Board for approval. The Board assesses the following:

1. Whether there is a clean audit letter;
2. That a plan is in place to address any concerns raised by the audit letter.

The Executive Director and the PPSC Board Chair review and sign the IRS Form 990 prior to submission to the IRS.

The Executive Director issues a report to the full Board on actions taken in response to any changes recommended through the audit process.

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PPSC's annual audit evaluates the appropriateness of accounting policies used and assesses the risk of material misstatement of the financial statements, whether due to fraud or error, as well as evaluates the overall presentation of the financial statements. The annual audit is circulated to the PPSC Board of Directors for review and discussion at a quarterly meeting

### Investments

PPSC holds the organization's funds in cash-equivalent accounts. PPSC maintains a small brokerage account to receive donations made in the form of stock or other securities. We do not maintain stock assets. Donated securities are sold within 5 business days of receipt.

### Reserves

Financial reserves are held to support financial stability, ease of budgeting, reduced cash-flow management needs, the ability to pursue unfunded areas of programming or respond to unforeseen needs or shortfalls.

A minimum of 3-months operating expense is held in reserves. The exact amount for each year is established/agreed to as part of the annual budget. In the event that the reserves minimum is not met, a cash flow analysis must be completed and budget adjustments must be done to increase reserves to a minimum of 3 months by fiscal year end.

## Fundraising

The Board assures the adequacy of the organization's resources by contributing its time, talent and treasure to fund- and relationship-development to support the organization.

Board activities relating to resource generation fall within two key areas: fund development and ambassadorship.

### Fund Development - Overview

As a member of the Board, you will interact occasionally with the Fundraising Committee Chair on fundraising activities, both staff- and Board-driven. As external ambassadors of the organization, we rely on the Board to help us broaden our network of supporters as well as our revenue base. Below is an overview of development activities that occur throughout the calendar year. You will have an orientation call with the Executive Director to go over all of this as well as some useful communications resources.

### Prospecting

Personal recommendations and introductions are the most effective ways to gain new supporters. While there is no quota for the number of introductions or prospects, we rely on our Board members to help us broaden our network of supporters by bringing new donors into the organization and strengthening existing relationships.

## Solicitations

PPSC formally solicits our donors, subscribers, and prospects several times annually. Board members may be asked at Board meetings to complete handwritten notes to donors and prospects they know personally.

## Special Campaigns and Events

The Board may be called upon to help promote or host events as needed, as well as participate in social media or live campaigns as they come up.

## Ambassadorship

Board members serve as advocates for PPSC. Board members work to establish access to and credibility with key actors and constituencies who can substantively engage with and help move PPSC forward. Board members also foster and support links with current and prospective supporters.

## *Resources for Talking About PPSC*

PPSC communicates regularly with our supporters via a variety of web- and print-based materials. Board members are encouraged to read and share e-blasts, social media posts and PPSC's Annual Report, which is published in print and on-line

## **Sailing Privileges**

In recognition of the effort put forth by PPSC Board Members on behalf of the sailing center, PPSC Board Members are granted membership sailing privileges and are not required to purchase an annual membership.

## **Member Responsibilities**

PPSC Board Members are required to follow the same rules as sailing passholders. In addition, board members have an obligation to support PPSC Staff in ensuring that these rules are followed. These policies have been designed for the safety of people and equipment, and to help ensure that everyone will have a positive experience with PPSC. PPSC requires that all members and their guests understand and abide by the rules of PPSC and Piers Park. Violation of these rules may result in suspension or termination of sailing privileges and in some cases removal from the Board. Members are responsible for the behavior of their guests.

PPSC Board Members wishing to take advantage of sailing privileges are required to review and adhere to the ***Piers Park Sailing Center Policies and Procedures for Pass Holders, Sailors, and Kayakers***. Additional information about sailing memberships can be found in the ***PPSC Passholder Guide***. Instructions for accessing these files are given in the section ***Accessing Board Files***.

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## Smoking and Alcohol Policies

- Smoking is prohibited on the dock, boats, and in the office
- Use of alcohol or drugs on boats, in the office, on the premises, in Piers Park, or prior to boat use is strictly prohibited and will result in immediate termination of sailing privileges and potential prosecution.

## Special Events

Board members wishing to hold special events at the sailing center (e.g. family picnics, birthday parties, corporate team buildings) are required to pay the same rates as PPSC Members. PPSC Board members shall reimburse PPSC for any costs incurred as a result of exercising their sailing privileges outside of the standard dock staff support.