HONG KONG, CHINA ROWING ASSOCIATION

OPERATIONS COMMITTEE

Terms of Reference

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1. Establishment

The Operations Committee ("the Committee") is established by resolution of the Board of Directors ("the Board") of the Hong Kong, China Rowing Association ("HKCRA" or "the Association").

The Committee operates under authority delegated by the Board. The Board retains ultimate responsibility for the governance, management and affairs of the Association.

The Committee is a standing Board committee with responsibility for overseeing and supporting the day-to-day operational business of the Association within the scope of authority delegated by the Board.

In accordance with the Articles of Association of HKCRA, the President, Chairman, Director of Finance and Company Secretary shall be ex-officio members of the Committee but shall not be entitled to vote at meetings of the Committee unless specifically appointed as members by the Board. Ex-officio members are not required to attend meetings of the Committee but may choose to attend any meeting in that capacity.

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2. Purpose

The purpose of the Committee is to:

- assist the Board in the oversight of the day-to-day operations and administration of HKCRA;
- advise and support the Executive Director and senior staff on operational matters arising in the ordinary course of the Association's business;
- help ensure that policies, strategies and decisions approved by the Board are properly implemented through the Association's operations and administration;
- review operational, policy and administrative proposals from staff and committees before submission to the Board where appropriate;
- exercise such delegated authority as the Board may approve in relation to operational, staffing, financial and administrative matters not reserved to the Board;
- provide a practical forum for the immediate handling of issues, complaints and urgent matters escalated by the Executive Director or senior staff; and
- promote transparency, accountability, integrity and good governance in the operational management of the Association consistent with applicable laws, policies and guidelines.

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3. Authority

Unless otherwise reserved to the Board, the Committee is authorised, within the limits of authority delegated by the Board, to:

- review and decide operational matters arising in the ordinary course of HKCRA's business;
- advise and give direction to the Executive Director and senior staff on day-to-day operational matters consistent with Board-approved policy and budget;
- review policy proposals, administrative proposals and other submissions from staff and committees before they are referred to the Board;
- review and approve financial claims, banking matters, purchasing matters and other administrative or operational matters that fall within delegated authority and do not require Board approval;
- oversee staff recruitment, staffing arrangements and employment-related matters within the scope authorised by the Board and applicable HKCRA policies;
- consider complaints, issues or urgent matters referred by the Executive Director or senior staff and determine appropriate next steps, escalation or recommendations;
- make recommendations to the Board on matters requiring Board approval.

The Committee shall not, unless specifically authorised by the Board:

- amend Board-approved policy on its own authority where Board approval is required;
- approve matters reserved to the Board under the Articles, policies, budget or governance structure of HKCRA;
- bind HKCRA contractually outside delegated authority; or
- exercise powers beyond those expressly or implicitly delegated for operational purposes.

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4. Composition

4.1 Membership

The Committee shall comprise:

- the Chairman of HKCRA;
- the two Vice Chairmen of HKCRA;
- the Director of Finance; and
- at least one other Board member, as appointed by the Board.

The Board may appoint additional members or co-opted participants where appropriate.

4.2 Eligibility

In accordance with the Articles of Association, all voting members of the Committee must be Stewards or Ordinary Members of HKCRA and members of a Club Member of the Association.

Members shall be Directors or office bearers of the Association unless otherwise approved by the Board. Members should possess sufficient knowledge of HKCRA's governance, operations, staffing, finance or rowing activities to discharge the Committee's responsibilities effectively.

The Executive Director and relevant senior staff shall normally attend meetings for the purpose of reporting, discussion and administrative support, unless the Committee determines otherwise for a particular item.

4.3 Specialist Advisers

The Board may approve the appointment of specialist advisers to attend meetings where particular expertise is required. Such persons shall not be voting members of the Committee and may participate only in a non-voting advisory capacity, in accordance with the Articles of Association.

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5. Appointment and Term

Committee members shall be appointed by the Board.

The Chairperson of the Committee shall be the Chairman of HKCRA.

Members shall serve for a term aligned with their Board or office-bearer term, unless otherwise determined by the Board.

Members may be reappointed in accordance with HKCRA's governance arrangements.

The Board may remove or replace members at its discretion.

The office of a member shall be automatically vacated if the member:

- resigns in writing addressed to the Association;
- ceases to hold the Board position or office by virtue of which they were appointed to the Committee;
- ceases to be a Steward or Ordinary Member and member of a Club Member of HKCRA;
- becomes of unsound mind;
- has a receiving order made against him or her; or
- is removed from office in accordance with the Articles of Association or by Special Resolution at a General Meeting of the Association.

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6. Duties and Responsibilities

The Committee shall:

6.1 Operational Oversight and Implementation of Board Policy

- advise the Executive Director and senior staff on day-to-day operational matters arising within the Association;
- oversee the effective administration and functioning of HKCRA's daily operations in accordance with Board-approved policy and direction;
- consider operational issues relating to membership, rowing centre operations, facilities operations and other routine administrative matters;

- provide guidance on immediate operational priorities where required;
- monitor and support the proper implementation of policies, strategies, decisions and directions approved by the Board;
- review whether Board-approved policies are being applied effectively in practice and identify any implementation issues;
- recommend adjustments, clarifications or further policy work to the Board where experience in implementation suggests this is necessary.

6.2 Review of Proposals Before Board Submission

- review new policy proposals, operational proposals and other significant submissions prepared by staff and/or committees before they are referred to the Board, where appropriate;
- provide comments, refinement, guidance or preliminary recommendations on such proposals;
- assist in ensuring that matters referred to the Board are properly prepared, consistent with HKCRA policy and supported by appropriate background information.

6.3 Delegated Financial and Administrative Decisions

- review and approve, within delegated authority and approved budget parameters, financial claims, banking arrangements, purchasing matters and other administrative or operational decisions not requiring Board approval;
- oversee the proper handling of operational financial matters referred to the Committee by the Executive Director, senior staff or Director of Finance;
- ensure that decisions taken under delegated authority are properly documented and remain consistent with HKCRA's financial controls and approval framework;
- review operational expenditure and financial matters within the Committee's delegated remit;
- make recommendations to the Board on operational resource needs, staffing implications and administrative priorities where these exceed delegated authority or require strategic direction.

6.4 Staffing and Employment Oversight

- oversee staff recruitment and employment matters within the scope of authority delegated by the Board;
- advise on staffing needs, staff structure, operational supervision and related employment matters;
- consider employment-related issues escalated by the Executive Director or senior staff and determine appropriate operational handling, referral or recommendation;
- support the implementation of HKCRA's employment and HR policies.

6.5 Membership, Rowing Centre and Facilities Operations

- consider and advise on operational matters relating to membership administration, rowing centre operations and the use, maintenance and management of HKCRA facilities;
- review practical issues affecting member services, centre operations and operational effectiveness;

- make recommendations or decisions, within delegated authority, on operational improvements in these areas.

6.6 External Engagement and Committee Coordination

- advise on engagement with outside bodies, stakeholders and members of the public in relation to operational or administrative matters;
- consider issues arising in HKCRA's dealings with public authorities, partner organisations, service providers, members or other external stakeholders where immediate guidance is required;
- recommend to the Board any significant external engagement matter that falls beyond routine operational handling;
- maintain oversight of day-to-day interactions between HKCRA management and its various committees;
- help ensure that operational matters arising from committee work are properly coordinated, followed up and, where necessary, escalated;
- liaise with other committees on matters that affect implementation, resources, staffing, facilities or operations.

6.7 Complaints and Immediate Issues

- consider complaints, incidents, disputes or operational issues passed up by the Executive Director or senior staff, whether internal or external in nature;
- determine, within delegated authority, the appropriate immediate handling, response, investigation, referral or escalation of such matters;
- ensure that serious, sensitive or high-risk matters are reported onward to the Board where necessary.

6.8 Risk Management

- identify material operational, staffing, administrative, financial and reputational risks arising within the Committee's remit;
- consider urgent or emerging risks referred by the Executive Director or senior staff;
- escalate significant issues or risks to the Board in a timely manner.

The Committee shall also ensure that activities within its remit are conducted in accordance with:

- the HKCRA Articles of Association;
- applicable laws of Hong Kong;
- guidelines issued by the Sports Federation & Olympic Committee of Hong Kong, China;
- relevant subvention requirements of the Leisure and Cultural Services Department; and
- relevant ICAC corruption prevention and integrity guidance.

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7. Meetings

The Committee shall meet not less than four times per year, and may meet more frequently where operational circumstances require.

Meetings may be conducted in person or by electronic means, including video conference.

Notice of meetings shall be given at least three to seven days in advance unless urgent circumstances require otherwise.

The agenda and relevant papers shall be circulated in advance where practicable.

The Committee need not meet if there is insufficient business to warrant a meeting, but special meetings may be called whenever required by operational circumstances.

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8. Quorum and Voting

A quorum shall consist of at least 50% of duly appointed voting members.

Voting shall be by show of hands unless the Chairperson of the meeting directs otherwise.

Decisions shall be made by simple majority of those present and voting.

In the event of a tie, the Chairperson of the meeting shall have a casting vote.

No person appointed in an advisory or non-voting capacity, and no person in receipt of a salary or wages from the Association, shall be entitled to vote at meetings of the Committee.

Written or electronic resolutions signed by all voting members may be adopted if unanimously agreed, where permitted.

If a meeting is inquorate, discussion may take place for operational continuity, but no formal decision or recommendation shall take effect unless subsequently confirmed at a quorate meeting or by valid written or electronic resolution.

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9. Conflict of Interest

Members shall comply with HKCRA’s Conflict of Interest Policy.

An annual declaration of interests shall be completed by each member.

Members must declare any actual, potential or perceived conflict of interest at the beginning of each meeting, or as soon as it arises.

Any member with a conflict of interest in relation to a matter shall abstain from discussion and decision-making on that matter, and such abstention shall be recorded in the

minutes. In accordance with the Articles of Association, any vote cast in breach of this requirement shall not be counted.

Particular care shall be taken in relation to staffing matters, procurement, purchasing, banking, complaints, member issues, facility use and any matter affecting the interests of a member, staff member, club, contractor or stakeholder.

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10. Reporting

The Committee shall report to the Board after each meeting.

Written minutes shall be prepared and maintained as official records of the Committee's proceedings. Copies of all minutes shall be furnished promptly to the Company Secretary and to the HKCRA Secretariat in accordance with the Articles of Association.

Significant decisions or recommendations shall be submitted to the Board for approval where required.

Decisions made under delegated authority shall be recorded and, where appropriate, reported to the Board for noting.

An annual summary report shall be provided to the Board.

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11. Secretariat Support

Administrative support shall be provided by the HKCRA Secretariat.

All records, minutes and documentation shall be securely retained in accordance with HKCRA record-keeping policies.

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12. Access to Information and Advice

The Committee may request relevant information from the Executive Director, senior staff or Secretariat necessary to discharge its duties.

The Committee may consult, through appropriate channels, with relevant office bearers, committee chairs, advisers or external parties where necessary for matters within its remit.

Where specialist external advice is required, prior Board approval shall be obtained unless urgent circumstances justify interim action within delegated authority.

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13. Review of Terms of Reference

These Terms of Reference shall be reviewed every two years by the Committee, and any proposed amendments submitted to the Board for approval.

14. Adoption

Approved by the Board of Directors of the Hong Kong, China Rowing Association on:

Date: 23 April 2026

Chairman: