



(Updated May 28, 2020)

COMPENSATION COMMITTEE TERMS OF REFERENCE

Mandate

The Compensation Committee is a Standing Committee that reports to the Board of the Royal Canadian Golf Association (operating as Golf Canada), hereinafter referred to as “Golf Canada”. It is responsible for assisting the Board in fulfilling its oversight responsibilities relating to the CEO and the Senior Leadership Team, as well as providing oversight for employee pension and benefits related matters and oversight for financial implications of the personnel organization structure of Golf Canada.

Key Duties of Chair

In fulfilling their role, the Chair shall work closely with staff on the following tasks:

- Work with Committee members and the staff representative to plan meetings;
- Support Committee members between meetings to complete tasks;
- Complete individual tasks as assigned in the annual Work Plan; and
- Provide written and/or verbal reports to the Board, as required.

Key Duties of Committee

In fulfilling its mandate, the Committee shall perform the following key tasks:

1. Annually review and update the CEO position description, as required, for approval by the Board;
2. Annually set objectives for the CEO, in consultation with the CEO and the Board;
3. Review, in consultation with the Board, the CEO’s performance in meeting the objectives set for the prior year;
4. Annually recommend to the Board the total compensation package for the CEO;
5. Review the annual objectives and total compensation packages set for the Senior Leadership Team;
6. Review the performance of the Senior Leadership Team in meeting the objectives set for the prior year;
7. Review succession planning for Senior Leadership positions reporting to the CEO;
8. Review the personnel organization structure for Golf Canada and the staffing requirements, including the review of any new positions and any significant changes;
9. Review the organization’s pension plan, including fulfilling the duties required of the plan administrator;
10. Review the employee benefits package and utilization, and review any significant changes;
11. Serve in an advisory capacity to the CEO for any personnel issues and seek the advice/expertise of the Human Resources Committee, as required;
12. Provide annual input as part of the Golf Canada strategic planning process;
13. Develop and implement an annual work plan in accordance with these Terms of Reference; and
14. Perform such additional tasks as may be delegated to the Committee by the Board, as required.

Appointment

Members shall be appointed to the Committee by the Board within 30 days of each annual general meeting and shall serve terms of one year.

Composition

The Committee shall be composed of the Officers of the Board plus 1 or 2 additional committee members recommended by the Officers and approved by the Board. The Vice-President shall serve as Chair of the Committee.

For resolutions that require a vote, the Chair shall have a vote but shall not have a second vote in the event of a tie.

Staff Representative

The CEO shall serve as the staff representative to provide support to the Committee.

Meetings and Resources

The Committee may meet by telephone, electronic platform or in person at least quarterly and as required. Meetings shall be scheduled by the Chair. The Committee shall receive the necessary resources from Golf Canada to fulfill its mandate and shall have staff persons assigned to assist the Committee with its work.

Reporting

Given the confidential nature of the content of the meetings, minutes shall not be kept. The Chair shall keep the Board informed through written and verbal reports at each meeting of the Board, as appropriate.

Review and Approval

These Terms of Reference were revised and approved by the Board on May 28, 2020 and may be reviewed and revised, as required, by the Board.