



(Updated May 28, 2020)

GOVERNANCE COMMITTEE TERMS OF REFERENCE

Mandate

The Governance 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 Golf Canada’s governance, governing and operational documents.

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; and
- Provide written reports to the Board as required.

Key Duties of Committee

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

1. Advise the Board and members on the adequacy and effectiveness of Golf Canada’s key governing documents and framework policies, including vision, mission, values and mandate statements;
2. Recommend to the Board and members, as required, amendments to the Articles of Continuance or By-Laws;
3. On an ongoing basis, provide expertise to assist the Board in discussion on policy and governance matters, and facilitate effective Board decision-making in these areas;
4. Monitor and report to the Board regarding the continuing effectiveness of the current governance model;
5. Review the annual Board, Council, and Committee evaluations prepared by the Human Resources Committee to ensure ongoing governance effectiveness;
6. Provide annual input as part of the Golf Canada strategic planning process;
7. Develop and implement an annual work plan in accordance with these terms of reference; and
8. 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. Appointments are annual, but members normally serve a minimum of three one-year terms.

Should a vacancy occur on the Committee, for whatever reason, the Board may appoint a qualified person to fill that vacancy for the remainder of the vacant position’s term. The Board may remove or add any member of the Committee.

Composition

The Committee shall be composed of the Chair of the Committee and 5 to 8 additional members, who shall be nominated by the Officers and CEO in consultation with the Chair and Staff Representative and approved by the Board.

Members selected to the Committee shall possess appropriate expertise or experience in the areas of the Committee's responsibility and should reflect, to the extent possible, the diverse nature of Golf Canada's membership, including language, gender, geographic location and ethnicity.

The Board shall designate the Chair of the Committee, who shall be a Director. The Chair may serve a maximum of four one-year terms as determined by the Board. 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 designate a staff representative(s) 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

The Committee shall report to the Board. Minutes of all meetings shall be kept and draft minutes and reports shall be sent to the President within fifteen days after each meeting. Minutes shall be posted on the Golf Canada electronic platform and shall be accessible to Committee members.

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.