



(Updated October 2021)

GOVERNORS COUNCIL TERMS OF REFERENCE

Mandate

The Governors Council (“Council”) is an advisory body that includes some of the more experienced, knowledgeable, and involved volunteers of the Royal Canadian Golf Association (operating as Golf Canada and hereinafter referred to as “Golf Canada”).

The Council exists to retain the individual skills and knowledge of experienced volunteers and to leverage their diverse capabilities to further the goals of Golf Canada and to provide a forum for discussion and analysis of issues facing the organization and the game of golf in general.

As an advisory body, the Council’s decisions/recommendations are not binding on the Board of Directors (“Board”).

Key Duties of Chair

1. The Director representing the Council on the Board shall be appointed Chair of the Council and shall serve a one-year term, renewable for a second year.
2. The Council should seek to attain general consensus on matters referred to it. If consensus is not possible the Chair shall advise the Board or the CEO of the lack of consensus and the various perspectives.
3. In fulfilling their role, the Chair shall work closely with staff on the following tasks:
 - a. Work with Council members and the staff representative to plan meetings;
 - b. Keep Council members informed after each Board meeting;
 - c. Support Council members between meetings to complete tasks; and
 - d. Provide written reports to the Board as required.

Key Duties of Council

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

1. Act as an advisory council to the Board on matters relating to Golf Canada, its operations and the game of golf in Canada. In performing this role, Council members should remain knowledgeable of issues facing Golf Canada so as to be able to meaningfully exercise their right to vote at general and special meetings of Golf Canada.
2. Council members are expected to assume roles of increased responsibility within Golf Canada, including working on Standing or Operating Committees, providing support to staff and at the discretion of the Board, act as ambassadors of Golf Canada in their respective regions.
3. Council members, as individuals or as a group, may be involved in the development of strategy and operational policy and be expected to provide input or make recommendations on matters that impact Golf Canada or the game of golf in Canada. Council members are expected to identify emerging issues that need to be brought to the attention of the Board, the CEO and/or Standing or Operating Committees.



Board and Nominating Committee Representative

The Council will recommend the names of two or three current or former members willing to serve as Chair of the Council to the Golf Canada Nominating Committee. The Nominating Committee will make its recommendation based on the expertise of the nominee(s) and the specific needs of the Board. The person elected will serve as Council Chair and as the Council representative on the Board.

The Council will recommend the names of two or three of its current or former members willing to serve on the Golf Canada Nominating Committee. The Board, based on the specific needs of the Nominating Committee, will select the individual to so serve.

Election or Appointment

Council members are elected by the general membership for a term of one year, but it is normally expected that Council members will serve a minimum of three to a maximum of seven one-year terms. Extension to the maximum term may be permitted where the needs of Golf Canada so require.

A Council member may resign and vacate his/her position or may be removed by the Board during their term in accordance with Paragraphs 4.12, 4.13, 4.14 or 4.15 of the By-Laws, as the case may be. The Board, at its discretion, may replace a member who has resigned or who has been removed during the course of their term.

Composition

Inclusive of the Chair, the Governors Council shall consist of a minimum of 15 members but no more than 23 members.

Volunteers nominated for election as members of the Council shall have normally provided at least two years exemplary service on one or more Standing, Operating Committees or Councils of Golf Canada. The needs of the Board will also be taken into consideration.

Expectations of the Board and CEO

1. Ensure that Council members are kept current on the projects, issues, decisions and direction of Golf Canada so as to enable the members to properly fulfill their outreach role.
2. Ensure members understand the role of management and the Board within Golf Canada's governance framework; and
3. Ensure new members are trained and coached to be successful in their various strategic, operational and communications roles.

Golf Canada Staff Representative and Resources

The Council shall receive the necessary resources and support from Golf Canada to fulfill its mandate, and shall have a staff representative, appointed by the CEO, assigned to assist the Council with its work.



Meetings

The Council may meet in person, by telephone or via electronic platform at least quarterly and as required. Meetings shall be scheduled by the Chair

Reporting

The Council shall report to the Board in an advisory capacity. Minutes of all meetings shall be kept and posted on the Golf Canada electronic platform and be accessible to Council members.

Review and Approval

These terms of reference were approved by the Board of Directors on October 28, 2021 and should be reviewed annually.