



(Updated May 12, 2022)

## **COMPENSATION COMMITTEE TERMS OF REFERENCE**

### **Mandate**

The Compensation Committee is a Standing Committee that reports to the Board of Directors (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 performance and compensation of 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; review objectives quarterly;
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 corporate scorecard and various incentive plans for staff.;
6. Review the succession plan for the Executive Team and ensure that interim staffing plans are in place for these and other identified positions should a vacancy occur.
7. Serve in an advisory capacity to the CEO for any personnel issues and seek the advice of the Human Resources Committee, as required
8. Review any significant changes to the organization’s pension plan and/or, employee benefits package;
9. Provide input as part of the Golf Canada strategic planning process;
10. Develop and implement an annual work plan in accordance with these Terms of Reference; and
11. Perform such additional tasks as may be delegated to the Committee by the Board and/or CEO, 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 President, Vice President, Secretary plus one or two additional Committee members recommended by the Officers and approved by the Board. The Vice-President shall serve as Chair of the Committee.

Committee members shall possess appropriate expertise or experience in the areas of the Committee's responsibility and should reflect the diversity commitment and goals of the organization as outlined in the [Equity, Diversity, and Inclusion Policy](#). This includes, but is not limited to language, geographic location, ability, sex, sexual orientation, gender identity or expression, religion, age, Indigenous identity and ethno-cultural diversity.

The Chair may serve a maximum of two 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 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, while minutes will be kept, they will be stored online using a secure protocol. The Chair shall keep the Board informed through written and verbal reports at each meeting of the Board, as appropriate.

### **Review and Approval**

**Standing Committee Chairs** shall review their existing TOR with other Committee members annually to ensure Committee activities are in line with the TOR. At least once every three years (or earlier if required) the TOR must be updated to best reflect the Committee's activities, and recommended amendments, as appropriate, are to be submitted to the Board for approval.

These Terms of Reference were revised and approved by the Board on May 12, 2022, and may be reviewed and revised, as required, by the Board.