



(Updated June 23, 2022)

NOMINATING COMMITTEE

TERMS OF REFERENCE

Mandate

The Nominating 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 Golf Canada’s good governance practices by ensuring that the Board is composed of qualified and skilled persons capable of, and committed to, providing effective leadership to Golf Canada.

Key Duties of Chair

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

1. Work with Committee members and the staff representative(s) to plan meetings;
2. Support Committee members between meetings to complete tasks;
3. Provide updates to the President following each meeting; and
4. 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. Recommend to the voting members for election:
 - a. qualified persons to stand for election to the Board;
 - b. the candidates to serve as Officers; and
 - c. a slate of candidates to serve as Members of Governors Council;
2. Seek a list of representatives to be appointed to the Provincial Council by the provincial golf associations;
3. Ensure geographic, gender, age, language and ethno-cultural diversity on the Board and the Governors Council by expanding the talent pool;
4. On an annual basis, review and recommend to the Board any changes to these Terms of Reference (TOR);
5. On an annual basis, review and recommend any changes to the a) Nominating Procedures, b) Vice-President Selection Process, c) Director Qualifications and Core Competencies
6. Where appropriate, identify candidates for future nomination to the Board and maintain this information for use by Golf Canada and future Nominating Committees;

7. Where possible, carry out these duties in a manner that encourages a long-term view of Golf Canada's leadership needs, as well as Board succession planning;
8. Provide input, as required, as part of the Golf Canada strategic planning process;
9. Develop and implement an annual work plan in accordance with these TOR; and
10. 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

Pursuant to Section 4.34 of General By-law 21, the Nominating Committee shall consist of six members appointed by the Board, none of whom shall be eligible to stand for election to the Board:

- a) Two past-presidents, including the immediate past-president, of which the most removed of these two nominees shall chair the committee;
- b) A current or previous member of the Governors Council, appointed from nominees submitted by the Governors Council;
- c) A current or previous member of the Provincial Council, appointed from nominees submitted by the Provincial Council; and
- d) A fifth and sixth member appointed by the Board.

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 [Diversity Equity 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.

Committee members should have a clear understanding of the role of the Board, the Officers, and Governors Council, including the knowledge, skills and attributes required for individuals seeking to serve in these roles. Having served on the Board and/or Governors Council is considered an asset.

Meetings are generally held virtually, except for an annual in-person meeting that may require travel and a two-day commitment of time. The total time commitment should not exceed 24 hours over a nine-month period consisting of virtual meetings and preparation time.

While serving as a member of the Committee, a person shall not be eligible to be nominated for election to the Board. For resolutions that require a vote, the Chair shall have a vote but will 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

The Committee shall report to the Board. Confidential minutes of all meetings shall be kept. The President shall be updated within fifteen days after each meeting. Minutes shall be distributed to Committee members and approved at the next meeting. The final report to the voting members shall be tabled at least six weeks prior to the Annual General Meeting.

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 TOR were revised and approved by the Board on June 23, 2022, and may be reviewed and revised, as required, by the Board.