



GOVERNANCE COMMITTEE TERMS OF REFERENCE (“TOR”)

Mandate

The Governance Committee (the “**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 corporate governance and governing documents. This TOR has been prepared with reference to [the Canadian Sport Governance Code](#) (the “**Code**”).

Key Duties of Chair

In fulfilling their role, the Chair shall:

- 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 and Responsibilities of Committee

In fulfilling its mandate, the Committee shall:

1. Report to the Board on the adequacy and effectiveness of Golf Canada’s key governing documents and framework policies, including vision, mission, and values;
2. Recommend to the Board amendments to the Articles of Continuance or By-Laws, as required;
3. Assist the Board in discussions on policy and governance matters in alignment with the Strategic Plan and [the Code](#), and assist 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 Staff to ensure ongoing governance effectiveness;
6. Provide input, as required, as part of the Golf Canada strategic planning process;
7. Develop and implement an annual work plan in accordance with this TOR;
8. Review every three (3) years the Board Skills Matrix, with input from the Nominating Committee, and
9. Perform such additional tasks as may be delegated to the Committee by the Board.

Responsibilities of Committee Members

The primary responsibility of Committee members is to act honestly and in good faith and to exercise their business judgment in what they reasonably believe to be the best interests of Golf Canada. In addition to the foregoing, the following are specific expectations of Committee members to promote the discharge by the Committee members of their responsibilities and to promote the proper conduct of the Committee.

- *Prepare for Meetings.* Committee members are expected to diligently prepare for each meeting, including by reviewing all materials circulated in advance of each meeting and should arrive prepared to discuss the issues presented. Committee members are encouraged to contact the Chair of the

Committee to ask questions and discuss agenda items prior to meetings.

- *Attend at Meetings.* Committee members are expected to maintain a high attendance record at meetings of the Committee. Attendance by telephone or video conference may be used to facilitate a Committee member's attendance.
- *Participate in Meetings.* Committee members are expected to be active and effective participants in the deliberations of the Committee by participating fully and frankly in committee discussions and encouraging free and open discussion of the affairs of Golf Canada.

Appointment

Members shall be appointed to the Committee 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, with a view to ensuring the Committee has appropriate continuity on a year over year basis to perform its duties.

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 (designated by the President) and 5 to 8 additional members, who shall be recommended by the Officers and Chief Executive Officer ("CEO") in consultation with the Chair and Staff Representative, and approved by the Board. The Committee shall include at least two Board Directors (individually a "**Director**") of which at least one is an independent Director, as defined by the Code.

The Chair of the Committee 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.

Committee members shall possess appropriate expertise and/or experience in the areas of the Committee's responsibility and should reflect the diversity commitment and goals of Golf Canada as outlined in the [Equity, Diversity, and Inclusion Policy](#).

Staff Representative

The CEO shall designate one or more employees of Golf Canada to serve as a staff representative for the Committee (individually and collectively, the "**Staff Representative**") to provide support to the Committee.

Meetings and Resources

The Committee may meet by teleconference 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 a Staff Representative assigned to assist the Committee with its work.

Reporting

The Committee reports to the Board. Minutes of all meetings shall be kept and draft minutes and reports shall be posted to the Committee SharePoint within 15 days after each meeting and available to the President and all Committee members.

Review and Approval

The Chair shall review the TOR with other Committee members annually to ensure Committee activities are in line with the TOR. At least once every 3 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.

This TOR was approved by the Board on April 29, 2025 and may be reviewed and revised as required by the Board.

Governance Committee Terms of Reference
Committee Reviewed April 1, 2025
Board Approved April 29, 2025