



## **GOVERNORS COUNCIL TERMS OF REFERENCE**

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### **Mandate and Function of the Governors Council**

1. As the National Sport Organization for golf in Canada, Golf Canada is a complex organization with a broad national mandate, governed by a Board of Directors.
2. The purpose of the Governors Council is to recognize some of Golf Canada's most experienced, knowledgeable and dedicated volunteers, to retain their individual skills, knowledge and backgrounds, and leverage their diverse capabilities to further the goals of Golf Canada, to provide a forum for discussion regarding the game of golf in Canada and to engage these individuals as an informed group of voting members of Golf Canada.
3. Individuals elected or appointed as Governors and members of Governors Council shall be experienced, knowledgeable and dedicated Golf Canada volunteers. They shall be familiar with the goals and operating mechanisms of Golf Canada and have a broad and in-depth knowledge of the game of golf.
4. Governors shall be able and expected to assume roles of increased responsibility within Golf Canada, including working on Standing and/or Operating Committees, providing support to Golf Canada's tournaments and serving, at the direction of Golf Canada, as national ambassadors of Golf Canada in their respective regions.
5. As required by the Board or CEO, Governors as individual resources or as a Council may be involved in strategic, operational and policy issues and will:
6. Provide input and/or make recommendations on matters that impact Golf Canada or the game of golf in Canada;
7. Identify emerging issues that should be brought to the attention of the Board, CEO or to the Standing and Operating committees;
8. Participate in committees, special projects, tournaments, and/or other initiatives; and serve as voting members of Golf Canada.

### **Key Duties of Council Chair**

1. The Director representing the Governors Council on the Board shall be appointed the Chair of the Governors Council and shall serve a one-year term, renewable for a second year
2. Recognizing the spirit and culture of golf in Canada and the breadth of experience and skills of individual Governors, the Council should seek to form general consensus among Governors on

matters referred to, or recommended by, the Council. If consensus is not possible the Chair of the Council shall advise the Board or the CEO of the lack of consensus and the various perspectives.

3. As Governors may work individually, in sub-groups or as a Council, the Chair of the Council will serve as organizer, facilitator, and sounding board to the Council as a whole and to the individual Governors.

### **Key Duties of Council Members**

1. The term of a Governor shall be for one year, but it is desirable that a Governor serve a minimum of three one-year terms.
2. There is no maximum term for Governors. Their tenure and role will be based on the changing needs of Golf Canada, to ensure opportunities for new Governors and permit some turnover. As a guideline, the Nominating Committee should consider seven (7) years as an outside limit for continuous service but permit exceptions where required by the needs of Golf Canada.
3. A Governor must be an individual member of Golf Canada as defined by its current By-laws.
4. A Governor may resign and vacate his or her position or may be removed by the Board during his or her term in accordance with paragraphs 4.13, 4.14 or 4.15 of the By-Laws as the case may be.
5. The Board may replace a Governor who has resigned or has been removed during the course of his or her term.

### **Expectations of Governors Council**

Provide a forum that facilitates dialogue amongst Governors:

1. Regarding any matter which may be referred to the Governors collectively by the Board;
2. Ensuring that the Governors have the information required to fulfill their voting responsibilities and individual expectations as set out herein; and
3. Facilitating and assisting the outreach occurring in their ambassadorial responsibilities.

### **Expectations of Governors**

Governors are expected to:

1. Take an active role on at least one Operating or Standing Committee;
2. Remain knowledgeable about the issues facing Golf Canada so as to be able to meaningfully exercise the responsibility attached to a Governor's right to vote at general and special meetings of Golf Canada;
3. Attend, unless prevented by unusual circumstances, and actively participate in the annual general meeting of Golf Canada, including attendance at plenary sessions, attendance at meetings of committees of which they are a member, attendance at other committee meetings, if possible, for increased knowledge and development reasons;

4. Share their knowledge and experience by acting as mentors to newer volunteers and provide such support and guidance as might be necessary or requested;
5. Be able and willing to work Golf Canada tournaments and/or participate in other Golf Canada activities or events in their respective regions;
6. Assist the Nominating Committee in seeking and encouraging qualified volunteers in their respective regions and across the country to become involved with Golf Canada to help ensure that there is an appropriate succession, representation and diversity of volunteers;
7. Be able and willing to fulfill the role of ambassador for Golf Canada in their respective region, nationally or internationally as authorized or requested by Golf Canada, including, but not limited to:
  - a. Becoming aware of, and identifying, issues pertaining to Golf Canada that are specific to their region;
  - b. Serving as a two-way communication channel to individual clubs, providing both formal and informal insight relating to Golf Canada's goals and strategies;
  - c. Referring inquiries or issues raised in their respective region to the "appropriate" individual within Golf Canada or the Provincial Association;
  - d. Advising clubs of services and support that are available to them within Golf Canada; and
  - e. Attending, whenever possible and as a representative of Golf Canada, the annual general meetings of golf clubs in their respective region as requested by the Regional Director or their Provincial Golf Association;
8. Provide Golf Canada with feedback and input that may be helpful to the goals and aspirations of Golf Canada and regional and local golf clubs;
9. Provide additional representation, as appropriate, from Golf Canada to their Provincial Association to assist them in their goals and relationship with Golf Canada;
10. Serve, as specifically assigned, as Golf Canada's representative to international golf or golf related associations; and
11. Support, as requested, Golf Canada's Regional Directors with specific initiatives or projects in their region or with regional clubs.

### **Expectations of the Golf Canada Board and CEO**

The Golf Canada Board and CEO are expected to:

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

### **Golf Canada Staff Representative**

1. The Council shall receive the necessary resources 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.

### **Golf Canada – Board of Directors and Nominating Committee Representative**

1. The Governors Council will recommend the names of 2 or 3 Governors willing to serve as chair of the Governors Council to the Golf Canada Nominating Committee. The Golf Canada Nominating Committee will make its recommendation based on the expertise of the Governors and the specific needs of the Board of Directors. The person elected will serve as Chair of the Governors Council and as the Governors Council representative on the Board of Directors.
2. The Governors Council will recommend the names of 2 or 3 Governors willing to serve on the Golf Canada Nominating Committee. The person approved by the Board, based on the specific needs of the Nominating Committee, will serve on the Nominating Committee.

### **Composition**

1. The Governors Council shall have a minimum of 15 members and a maximum of 20 members.
2. Volunteers nominated for election, as Governors shall have provided at least two years exemplary service on one or more Standing or Operating Committees.
3. Nominees should reflect, to the extent possible, the diverse nature of Golf Canada's membership including language, gender, geographic location and ethnicity.
4. Governors Council membership should include one to three members representing bodies of the National Allied Golf Associations (NAGA).
5. The chairs of each of the Operating Committees must be a Director or a Governor. Therefore, anyone who chairs an Operating Committee, and who is not a Director, must be a member of the Governors Council.

### **Meetings**

1. The Governors Council shall have at least one yearly face-to-face meeting, normally to be held in conjunction with the Golf Canada Annual General Meeting and shall receive at least two formal updates during the year.
2. The Governors Council or any sub-groups of Governors Council may also meet as required and such further meetings may be by telephone conference call.