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AUDIT & RISK MANAGEMENT COMMITTEE TERMS OF REFERENCE

Mandate

The Audit and Risk Management Committee is a Standing Committee of the Board of Directors 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 their oversight responsibilities relating to corporate auditing, regular financial reporting and financial risk management.

Key Duties of Chair

In fulfilling its role, the Chair will 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;
- Approve annual Golf Canada budget for recommendation to the Board; and
- Provide written reports to the Board as required

Key Duties of the Committee

In fulfilling its mandate, the Committee will perform the following key tasks:

- Ensure compliance with legal and regulatory requirements;
- Ensure that management has in place adequate internal financial controls and procedures for financial reporting to the Board, members and funding agencies;
- Oversee the development and implementation of policies as required;
- Review and approve the scope of the annual audit and audit fees to be paid, and recommend annually to Golf Canada members the appointment of an auditor;
- Ensure that any problems, issues or concerns raised by the auditor are promptly and satisfactorily addressed by the Board and management;
- As required, receive reports and advise the Board on any material government investigation, litigation, contractual dispute or legal matter;
- Review the organization's risk management and insurance policies and programs;
- Receive from management annual operating budgets, current year operating results and any new business plans, and provide input to the Board;
- Provide annual input as part of the Golf Canada strategic planning process;
- Develop and implement an annual work plan in accordance with these terms of reference; and
- Perform such additional tasks as may be delegated to the Committee by the Board from time to time.

The Committee will have the authority to conduct investigations and to retain, at Golf Canada expense, the services of outside resources, including legal counsel or other experts.

Appointment

Members shall be appointed to the Committee by the Board within 30 days of each annual general meeting, and will 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 should be composed of the Chair of Committee and 3 to 6 additional members, who shall be nominated by the Officers and CEO in consultation with the Chair and Staff Representative and approved by the Board.

Members selected to the Committee shall possess appropriate expertise or experience in the areas of the Committee's responsibility and should reflect, to the extent possible, the diverse nature of Golf Canada's membership, including language, gender, geographic location and ethnicity.

The Board will designate the Chair of the Committee, who 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 will not have a second vote in the event of a tie.

Staff Representative

The CEO shall designate a staff representative(s) 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 will be scheduled by the Chair. The Committee shall receive the necessary resources from Golf Canada to fulfill its mandate and will have staff persons assigned to assist the Committee with its work.

Reporting

The Committee shall report to the Board. Minutes of all meetings will be kept and draft minutes and reports will be sent to the President within 15 days after each meeting. Minutes shall be posted on the Golf Canada electronic platform and shall be accessible to Committee members.

Review and Approval

These terms of reference were approved by the Board of Directors on February 8, 2012 and may be reviewed and revised from time to time by the Board.