



(Updated January 17, 2019)

NOMINATING COMMITTEE TERMS OF REFERENCE

Mandate

The Nominating Committee is a Standing Committee that reports to 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 their 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 its role, the Chair shall work closely with staff on the following tasks:

1. Work with the Committee members and the staff representative to plan meetings;
2. Support committee members between meetings to complete tasks; and
3. Provide written reports to the Board as required

Key Duties of the Committee

In fulfilling its mandate, and in accordance with the Board approved nominating procedures (Attachment B), the Committee shall perform the following key tasks:

1. Recommend to the voting members for election:
 - qualified persons to stand for election to the Board;
 - the candidates to serve as Officers; and
 - a slate of governors to serve on the Governors Council;
2. Seek a list of representatives to be appointed to the Provincial Council by the provincial golf associations;
3. Ensure diversity on the Board and the Governors Council;
4. On an annual basis, review and recommend to the Board any changes to these terms of reference;
5. On an annual basis, review and recommend to the Board any changes to Attachment “A” and Attachment “B” to these terms of reference, “Qualifications and Core Competencies of Directors”;
6. Where appropriate, identify candidates for future nomination to the Board and maintain this information for use by Golf Canada and future Nominating Committees; and
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 annual input as part of the Golf Canada strategic planning process;
9. Develop and implement an annual work plan in accordance with these terms of reference; and
10. Perform such additional tasks as may be delegated to the Committee by the Board as required.



Appointment

Members shall be appointed to the Committee by the Board within 30 days after each annual general meeting and shall serve terms of one year. The Board shall ensure continuity from one year to the next by endeavouring to appoint no more than two new members to the Committee in any given year.

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 Bylaw 4.33, the Nominating Committee shall consist of six members appointed by the Board:

- a) Three past Presidents, (including the Immediate Past President), the most removed of which shall chair the Committee;
- b) A 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 sixth member appointed by the Board.

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, as required. Meetings shall be scheduled by the Chair. The Committee shall receive the necessary administrative and financial support from Golf Canada to fulfill its mandate and shall have staff persons assigned to assist the Committee with its work.

President – Term of Office

The normal practice for Golf Canada is for its Presidents to serve one year. However, there may be exceptional circumstances that warrant a President being asked to serve a second consecutive one-year term. The term outlined in the Golf Canada bylaws is one year, but there is nothing in the bylaws or in the Canada Not-for-profit Corporations Act that limits the overall term of service for the President.

Accordingly, when, in the opinion of the Board of Directors, there are circumstances in which a significant matter is impacting the organization, including emergency, commercial or transitional matters, the Board should confer with the Nominating Committee and may pass a motion recommending to the Nominating Committee that the current President be placed on the nomination slate for the following year to serve a second one-year term as President. Upon receipt of such a motion, the Nominating Committee will incorporate the recommendation into its Nominating Committee report to be presented at the upcoming



Annual General Meeting. In such instances, the other Officers (1st Vice President, 2nd Vice President, and Past President) would normally be nominated to maintain their position on the upcoming year's slate.

Reporting

The Committee shall table its report to the Board for feedback at least 60 days prior to the AGM. The final report for the voting members shall be tabled at least 21 days prior to the AGM.

Review and Approval

These terms of reference were revised and approved by the Board on January 17, 2019 and may be reviewed and revised as required by the Board.



Attachment "A"

QUALIFICATIONS AND CORE COMPETENCIES OF DIRECTORS

Directors shall fulfill all requirements of the Canada Not-For-Profit Corporations Act and further, shall be members of Golf Canada, resident of Canada and of legal age.

In considering potential Directors, the Nominating Committee will have regard to the regional and linguistic diversity of the membership of Golf Canada, and will also have regard to the principles of equity as they apply to gender and ability.

Directors will be nominated based upon their demonstrated ability to contribute significantly to the leadership of Golf Canada. The core competencies that ideally will be reflected in the Board are:

1. Mandatory skills: Understanding of the game, communication skills, strategic thinker, leadership qualities, well respected, high level of integrity, good reputation, past positions with high levels of responsibility, no conflicts of interest.
2. Functional expertise for consideration: Rules knowledge, finance, investment, legal, human resources, accounting, previous Board experience, government experience, political experience, overall business acumen, media & public relations, brand management, fundraising, handicap system knowledge, bilingual, previous Golf Canada, Provincial Golf Association and/or committee experience.
3. Other qualitative considerations: Geography, Gender



Attachment “B”

NOMINATING PROCEDURES

By June 30:

- Directors and Officers update their skills and interests matrix;
- Directors are requested to advise the President and the Chair of the Nominating Committee of their interest to serve as an Officer in the upcoming year or in the future, by July 31st;;
- Committee Chairs are asked if they wish to continue for the upcoming year (if eligible) and to recommend potential successors for the upcoming year or for the future;
- The Volunteer Application is updated in preparation for the annual recruitment process.

By July 31:

- Current Directors, interested in serving as an Officer for the upcoming year or in the future, advise the President and the Chair of the Nominating Committee of their interest;
- The President provides the Chair of the Nominating Committee with the summary of the skills and interests of the Board, as well as the individual skills and interests matrixes;
- Current volunteers are asked to update their volunteer application;
- Link is also sent to provincial golf associations, national partners and other sources of potential volunteers;
- Chairs of both Provincial and Governors Councils are sought for the upcoming year and for the future;

By August 31:

- The President advises the Chair of the Nominating Committee regarding potential chairs for operating and standing committees for the upcoming year;
- Chairs of Provincial and Governors Council provide the Chair of the Nominating Committee with the names of potential Council chairs for the upcoming year and for the future;
- Additional applicants for the Board are asked to complete the skills and interests matrix;
- A summary of applications, as well as the above, is provided to the Nominating Committee.

By September 30:

- The Nominating Committee interviews the Officers and Chairs of Provincial and Governors Council regarding organizational needs and volunteer performance;
- The Nominating Committee interviews up to three current Directors for the position of 2nd VP;
- The Nominating Committee identifies any gaps that may require targeted recruitment;
- The Nominating Committee seeks Board input on any outstanding matters.

By October 31:

- Targeted recruitment completed for any gaps identified by the Nominating Committee;
- Committee member evaluation/selection process begins;
- The nomination slate is shared with the President by the Chair of the Nominating Committee;
- The successful and unsuccessful 2nd VP nominees are informed.

By November 30:

- All Director and Governor nominees are contacted to inform and congratulate them;
- All retiring volunteers are contacted to thank them and identify their continued interests;



- Provincial Council Chair contacts the provincial golf association Presidents to provide the name of their expected Provincial Council Representative for the upcoming year.

By December 31:

- Individual Voting Members are informed of the slate;
- The Board approves Committee Chairs;
- Committee selection is finalized with the incoming/returning Chairs;
- Provincial Council Chair provides an update on the likely representatives of Provincial Council for the following year, as well as the dates of any anticipated changes.

By 21 days in advance of the AGM:

- Notice of Meeting is distributed to all Voting Members, including the meeting agenda, nominating committee report and proxy forms. The deadline for proxy forms is 5 p.m. EST on the Monday prior to the AGM.

AGM Agenda:

- Chair of the Nominating Committee presents the slate for election;
- Incoming and outgoing Officers, Directors, Governors and Provincial Council Members are honoured.

Note: The volunteer application portal is open year-round, with acknowledgement sent within two weeks by the Executive Assistant/Board Administrator.