



BOARD INDEPENDENCE POLICY

The mission of the Royal Canadian Golf Association, operating as Golf Canada (“Golf Canada”), as the governing body of golf in Canada, is to increase Canadian participation and excellence in golf.

Golf Canada’s By-laws provide that its Nominating Committee be responsible for assisting the Board in fulfilling its oversight responsibilities relating to good governance practices. The Nominating Committee ensures that the Board is composed of qualified and skilled persons capable of, and committed to, providing effective leadership to Golf Canada. Board members who are nominated possess a variety of skills and competencies and reflect a balance of interests and backgrounds. Board members representing Golf Canada’s membership, are expected to reflect a variety of perspectives from various stakeholders including from provincial golf associations, or other golf bodies. It is also best practice to include perspectives from independent Directors to ensure that the best interests of the organization are upheld.

Golf Canada recognizes the importance of ensuring that an appropriate number of the individuals who sit on its Board of Directors are independent as outlined in the [Canadian Sport Governance Code](#) (CSGC) issued by the Canadian Olympic Committee and applicable to all National Sports Organizations (NSOs).

Golf Canada also recognizes that a Director’s status as independent or non independent is not meant to convey a negative or positive connotation.

PURPOSE

1. This policy provides a guiding statement on how Board independence is to be addressed and monitored within Golf Canada.

POLICY

2. Golf Canada commits that it will comply with the CSGC guidelines regarding Board independence, as that term is defined in this Policy.
3. Golf Canada commits that, working with Golf Canada’s Nominating Committee, it shall determine the independence of all Directors and prospective Directors to ensure compliance with CSGC guidelines.
4. Golf Canada commits that it shall monitor and confirm the independence of Directors on a regular and recurring basis.

THE BOARD INDEPENDENCE PROCESS

5. Under the CSGC guidelines, **“Independent” means that “a Director has no fiduciary obligation to any body for the subject sport at the provincial, national or international level, receives no direct or indirect material benefit from any such party, and is free of any conflict of interest of a financial, personal or representational nature (provided that participating in the NSO’s sport does not alone cause a person not to be independent)”**. The Code provides that: “Whether a Director or prospective Director is independent is to be determined by the Nominating Committee” of each NSO.

6. In order to ensure ongoing compliance with the Board Independence Policy and CGSC guidelines, the President, working with the Nominating Committee, shall determine the independence of each individual sitting on the Board of Directors. In addition to this assessment, each Board member shall be asked to confirm prior to initial election to the Board and at least annually thereafter that (a) they do not have a fiduciary obligation to any body for golf at the provincial, national or international level, (b) they receive no direct or indirect material benefit from any such party, and (c) they are free of any conflict of interest of a financial, personal or representational nature. Each individual shall immediately notify the President, in writing, if any of the aforementioned responses change.
7. The President, working with the Nominating Committee, shall maintain a Board Independence Registry, which is to be updated at least annually or as required.

REPORTING AND COMMUNICATION

8. Golf Canada recognizes that communication is an essential part of its ongoing commitment to its members. The Director Independence Registry shall be maintained at Golf Canada's head office and be made available to voting members upon request.

CONFLICT OF INTEREST POLICY

9. Golf Canada has a separate [Conflict of Interest Policy](#) which applies to all individuals employed with Golf Canada and volunteers who sit on any Golf Canada Committee or Council, including the Board of Directors. The purpose of this policy is to describe how such individuals will conduct themselves in matters relating to real or perceived conflicts of interest. A copy of the [Conflict of Interest Policy](#) can be found on the GolfCanada.ca website under "Policies".

Director Independence – Assessment Form

Please answer the following questions:

Other than Golf Canada, I have a fiduciary obligation to another body for golf at the provincial, national or international level.

- Yes
- No

I receive direct or indirect material benefit from a body for golf at the provincial, national or international level.

- Yes
- No

I have a conflict of interest of a financial, personal or representational nature related to another body of golf at the provincial, national or international level.

- Yes
- No

If you have answered yes to any of the questions above, please provide further information below:

Should any of the above circumstances change, I agree to notify the President of Golf Canada immediately, in writing, of such change.

Name

Signature

Date