



## BOARD OF DIRECTORS – NOMINATIONS FORM

Election of the *Director at Large*

### PART I: INFORMATION TO THE CANDIDATES

#### About the PGA of Canada

The PGA of Canada strives to adopt the best modern governance practices. As such, the PGA of Canada has decided to adopt a strategic competency-based board model that focuses on governance, strategic, and policy matters. The management team is responsible for the day-to-day operations and programs' design and delivery. The PGA of Canada is seeking qualified candidates to populate its board with the right competencies, skills, and experience.

Comprised of over 3,800 golf professionals, the PGA of Canada is the second oldest and third-largest professional golf association in the world.

Respected as a world leader, the PGA of Canada has representation among the highest level of decision makers in the world of golf and sports in general. This is why it is of the utmost importance to have dedicated, passionate, and innovative individuals at the helm of the association.

The strength of the PGA of Canada comes from the expertise of those trusted with seats at the decision-making table. As a board member, you will be trusted to use your industry knowledge and passion to help lead important discussions and make decisions that will drive the industry forward for your colleagues and future generations.

More than ever, we want you to have your voice heard.

If you would like to help shape the direction of the PGA of Canada, empowering golf professionals from coast-to-coast to grow the game and earn a fair living wage, we encourage you to apply for a leadership position on the association's Board of Directors.

#### Mission

Our mission statement explains our reason for being. It provides a clear description of who we are, who we serve, and what we do. As part of our strategic planning efforts, we renewed our commitment to our mission statement by incorporating new language that better reflects our core purpose.

*We provide expertise through training and education to support, promote, and develop our members in achieving excellence through a successful career in the golf industry.*

#### Vision

Our vision describes our preferred future for the PGA of Canada. It serves to inspire. It serves as a constant reminder of the long-term impact we want to have for the betterment of golf in Canada and abroad.

*To be the world leading association of golf professionals, revered for our contributions to the sport and business of golf.*

## Values

*Innovative  
Accountability*

*Pride  
Excellence*

*Diversity & Inclusion  
Integrity*

**Important Documents For Review**  
[2023-2026 PGA of Canada Strategic Plan](#)  
[PGA of Canada By-Laws](#)

### **The Role of the Board of Directors (engagement)**

The roles of the board may include but are not limited to:

- Establishing a strategic plan that sets out the organization's mission, vision, values, and strategic priorities and monitoring progress against measurable goals
- Fulfill fiduciary, legal, stewardship, ethical, due diligence, loyal, and duty of care responsibilities
- Amending the organization's by-laws and presenting them for ratification at a subsequent meeting of the members
- Ensuring the PGA of Canada fulfills legal and ethical responsibilities
- Establishing and monitoring adherence to governance and organization policies and procedures
- Establishing performance indicators and annually evaluating its performance as a board against the same
- Maintain effective partnerships and ensure transparency in all communication to members, stakeholders, and the community

### **Expectations of a board member**

The expectations of the board may include but are not limited to:

- Abide by the by-laws and the law
- Avoid perceived or real conflicts of interests
- Attend all meetings and not miss more than 2 meetings per year
- Come prepared for each board meeting
- Chair or be a member of a committee of the Board
- Refrain from interfering in the operations of the organization
- Specific knowledge and skills related to current strategic priorities
- Positive leadership experience in an organization in the midst of significant organizational &/or cultural change
- Act in the best interest of the organization's member
- Understand the roles and responsibilities of a board member
- Be familiar with the association's by-laws, policies, procedures,
- Support the board's decisions once they have been voted on
- Respect the confidentiality policy that pertains to membership and board discussions
- Must stay informed on the association's financial activities and legal obligations

*Please note a Director who is not a PGA of Canada member will not be eligible to become an Officer or a member of the Executive Committee*

### **Targeted skills, experience, and qualifications for the PGA of Canada**

The Nominations Committee has identified qualifications and core competencies that ideally will be reflected and possessed among the Directors on the PGA of Canada Board. To ensure that the Board is composed of qualified and skilled persons capable of, and committed to, providing effective leadership to the PGA of Canada, the National Elections Committee is looking for individuals having expertise in one or more of the following areas:

### Skills identified that would be ideal for the National Board:

- Inclusion, diversity, equity, and accessibility
- Environment, social responsibility, governance – ESG (means experience, expertise, and skills in ESG (environment, social responsibility, and good governance)
- Nonprofit governance experience
- Risk management
- Legal
- Regulatory (means experience, expertise, and skills in regulatory compliance (fiscal, governmental, funding, legal regulatory)

### Other important skills determined by the National Board:

- Governance (bylaws, policy development, good governance, structure, ethics, board, and committees, etc...) or executive management for not-for-profit or sport organizations
- Financial planning and management
- Revenue generation (public and private sources)
- Strategic planning and organizational development
- Communication and marketing
- People in the organization management (HR)
- Sustainability (environmental)
- Innovation
- Golf industry
- Education and training in general and in sport

### By-laws' excerpts related to the Board of Directors

The following excerpts of the By-laws apply to the board of directors:

#### **11 NATIONAL BOARD OF DIRECTORS**

##### 11.1 Management of Affairs

The affairs of the Corporation shall be governed by the National Board.

##### 11.2 National Board

The National Board shall consist of one (1) Director from each Zone and two (2) additional Directors who need not be Members. Immediately following confirmation of this By-Law by the Members, the number of Directors shall be fixed at eleven (11) Directors, each of whom shall be elected by the Members of the Corporation. The nine (9) Directors from Zones are nominated by each of the nine (9) Zones that exist as of the date of the coming into force of this By-Law. The Members thereafter delegate to the National Board the right to fix the number of Directors from time to time.

##### 11.3 Additional Authority

Without limit to the generality of the authority of the National Board to manage the affairs of the Corporation as set out in section 11.1, the National Board shall have full power and authority to do all such things as the National Board may be authorized or given discretion to do under the By-Laws.

##### 11.4 Policies, Rules, and Regulations

Without limit to the generality of sections 11.1 and 11.3, the National Board may establish such Policies, Rules and Regulations, not inconsistent with the Articles, as it considers in the best interest of the Corporation and the conduct of the sport of golf in Canada.

## Eligibility to become a director

To qualify as a candidate for directorship you must meet the following criteria:

### 11.5 Qualifications

Each Director Shall:

- a) not be an employee of the Corporation or of a Zone Association;
- b) be an individual who is at least eighteen (18) years of age;
- c) not have the status of a bankrupt;
- d) not be a person who has been found under any applicable statute to be incapable of managing property;
- e) not be a person who has been declared incapable by a court in Canada or elsewhere; and

If a person ceases to be qualified as provided in this section 11.5, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 11.8.

## 12 ELECTION OF THE NATIONAL BOARD

### 12.1 Election of Directors

Subject to the provisions of the Act and Articles, Directors shall be elected by the Members and shall retire in rotation.

### 12.2 Term of Office

The term of office of a Director shall be three (3) years, to expire at the conclusion of the third (3rd) Annual Meeting following election, or, if no successor is elected at the Annual Meeting, to expire when a successor is elected.

### 12.3 Re-Election

A Director is eligible for election for up to three (3) consecutive full terms, and afterwards is not eligible for re-election until a period of eleven (11) months has elapsed from the date such person ceases to be a Director; provided, however, that the foregoing term limits shall not apply to a Director who also serves, or is about to serve, as the Secretary, Vice-President or President. In that event, a Director who holds, or is about to hold, the foregoing offices shall be considered to be eligible to hold office as a Director on the National Board until the person has completed any term of office as an Officer, up to and including the office of President.

### 12.4 Elections

At each Annual Meeting, a number of Directors equal to the number of Directors retiring plus any vacancies then outstanding shall be elected by the Members. In the event that an election of Directors results in a tie, then the incumbent Directors shall remain in office during the period for which another vote is called for and held. The voting procedures shall be those established by Policy pursuant to section 14.09. Effective on the date of the close of voting, and following a determination and announcement of the outcome of the electronic voting process, the outgoing Directors shall immediately cease to hold office and the incoming Directors shall take office without further action or formality.

### 12.5 Nominations

Candidates for the office of Director shall comprise the slate of candidates eligible for office pursuant to section 11.2, and who are proposed by the Election Committee, or if there is no Election Committee, by the National Board.

## 12.6 Nomination and Election Process

The nomination process for the Directors shall be as follows:

### For the two (2) Directors who are not affiliated with Zones:

- a) The National Board shall invite any individual to put forward their name for election by completing and submitting to the National Election Committee or to the Chief Executive Officer a Candidate Qualification Form and profile signed by the candidate seeking election;
- b) the National Board may prescribe the form of nomination paper and the form of ballot; and
- c) nominations shall be closed at 5:00 p.m. (EST) sixty (60) days prior to the Annual Meeting;

### National Election:

- a) candidates' profiles and voting procedures shall be provided in writing to the Members at least thirty (30) days prior to the Annual Meeting
- b) voting shall occur by election to confirm the slate of Directors representing Zones at either the Annual Meeting, by those Members present in person or represented by proxy, or by electronic voting conducted in advance of the meeting pursuant to section 14.9;
- c) voting shall occur by open election to elect the Directors who are not affiliated with Zones at either the Annual Meeting, by those Members present in person or represented by proxy, or by electronic voting conducted in advance of the meeting pursuant to section 14.9; and
- d) each successful candidate shall be notified of their election as a Director of the National Board.

## PART II: BOARD OF DIRECTORS – NOMINATIONS FORM

This form is to be completed by all individuals who are interested in being nominated for election to the PGA of Canada Board of Directors. The nominee accepts to undertake the organization's approved background check and submit the report to PGA of Canada.

### General Information

Name:

Address:

Email:

Phone:

### Inclusion and Diversity

The PGA of Canada is committed to diverse representation and to ensuring equitable gender representation to include voices that are reflective of society and our community. We encourage candidates to indicate (voluntarily) on their application if they associate with a representative group.

Consideration will also be made for geographical location and both official languages.

Please check if you are a Francophone

Please check if you are an Anglophone

Please check if you are bilingual (English/French)

Please identify if you speak additional languages

Please specify (optional):

Please check if you are an Indigenous person

Please identify your gender:

Other:

Please check if you identify as a visible minority

Please specify (optional):

Please check if you identify otherwise as a minority

Please specify (optional):

## Eligibility questions

I hereby confirm that:

(a) I am not an employee of the Corporation or of a Zone Association;

Yes                      No

(b) I am an individual who is at least eighteen (18) years of age;

Yes                      No

(c) I don't have the status of a bankrupt;

Yes                      No

(d) I am not a person who has been found under any applicable statute to be incapable of managing property;

Yes                      No

(e) I am not a person who has been declared incapable by a court in Canada or elsewhere;

Yes                      No

(f) I was subject to a police and background check and accept to provide the report to PGA of Canada.

Yes                      No

## Supporting Documents to include with the Nominations Form

**In addition to the previous sections, please provide:**

- Your Resumé
- A maximum 250-word statement of interest that describes your interest in becoming a director at PGA of Canada and the most valuable experiences and qualifications based on the criteria is to be submitted with the nomination form and should identify your areas of expertise as they relate to the PGA of Canada Board of Directors. All profiles will be translated, posted on the PGA of Canada website, and shared by email with all PGA of Canada members.

## PGA of Canada Skills Matrix Candidate Evaluation

In addition, when applicable, please indicate if you have **advanced knowledge, developing knowledge, or limited knowledge** in the following areas, and include relevant experience where you identify that you are advanced (you don't need to be qualified or experienced in all those areas to be nominated).

*Please check the box(es) that apply.*

*For each area marked "Leading/Advanced or Good/Developing", please provide a brief description of your relevant experience and qualification in the box below.*

### Level of strength

Leading/  
Advanced

Good/  
Developing

None/  
Limited

#### **Corporate governance**

(bylaws, policy development, good governance, structure, ethics, board and committees, etc...)

#### **Leadership position or Executive management for not for profit or sport organizations**

#### **Risk enterprise management**

#### **Financial planning and management**

#### **Revenue generation** (public and private sources)

#### **Negotiation, commercial, legal, and regulatory affairs**



Leading/  
Advanced

Good/  
Developing

None/  
Limited

**Government relations and affairs**

**Strategic planning and organizational development**

**People in the organization management**

**Inclusion, diversity, equity, and accessibility**

**Communication and marketing**

**Sustainability** (environmental)

**Golf industry**

**Innovation**

**Technology**

**Education and training in general and in sport**

**Are there any other experience and qualifications that you believe can add value to the PGA of Canada?**

**Declaration**

I consent to let my name stand for election to the PGA of Canada Board and should I be elected; I will abide by the PGA of Canada's By-laws, policies, procedures, and the Law.

Yes                      No

I do hereby declare to the best of my knowledge and belief that the information I have provided on this Nomination Form, including all Schedules thereto, is true.

Yes                      No

Signature: \_\_\_\_\_

Date:

Please submit the completed form or any questions to [nominatingcommittee@pgaofcanada.com](mailto:nominatingcommittee@pgaofcanada.com)