



KENWO

— GOLF CLUB —

GOVERNANCE FRAMEWORK

KenWo Golf Club

Governance

Forward

The governance operating framework defines the mechanisms and interaction points by which governance will be implemented. It enables KenWo's Board of Directors and Club leadership, as appropriate to their roles and responsibilities, to organize the mechanisms and interactions across the organization's business lines, legal entities and jurisdictions.

Governance is fundamentally about the way people perform their respective roles and responsibilities to achieve the outcomes of the organization.

Golf clubs who focus on their governance practices are often in a strong position to face the ever-changing challenges that emerge, including shifts in membership preferences, changes to local government policies, statutory obligations, and evolving communications platforms.

Excellent governance can be defined as:

- Putting in place policies, procedures, and processes to meet legal requirements,
- Taking responsibility for setting your own standards and driving your own improvements,
- Continually developing the culture of your organization.

This document will outline the framework used in governing the KenWo Golf Club such as:

- **Structure** - outlines the committee structure, their roles and responsibilities control and support functions and their interdependencies,
- **Oversight Responsibilities** -which define Board oversight responsibilities, committee and management responsibilities and accountabilities,
- **Culture and Talent**-Promotes the organizational health of KenWo, ensuring it has a culture of respect, member responsiveness, leadership development and competencies through policy, programs and performance measures,
- **Board Infrastructure**-which comprises governance and risk oversight policies, procedures, reports, measures, and metrics.

Introduction

KenWo Golf Club, initiated in 1921, is an incorporated organization. Over the years it has experienced tremendous growth in programs, membership and operations. The purpose of this document is to provide information to the KenWo Directors on the governance framework. This document will be used as a guide to governance practices at KenWo in addition to Board Orientation Manual. The Operational Framework, Appendix B, demonstrates the responsibilities of the Director of Golf and the interconnections to the operational services.

WHAT ARE THE BENEFITS OF GOOD GOVERNANCE ?

- well governed clubs will be sustainable for the future – financially and administratively.
- it establishes the club's purpose, which will drive decision making.
- a business like approach to delivering the club's aims.
- it helps recruit future Directors, as well as staff.
- it helps organizations to make the best use of people's skills, and avoid being totally dependent on one person.
- it creates an organization which is well regarded by its shareholders/stakeholders.

Governance vs Operations

As a starting point, it is useful to note the differences as to what is governance and what is operations.

Governance is the 'what' - the strategic planning and leadership of an organization that is carried out by the appointed Board. This is about **planning** the **overall strategy and direction** of the organization and ensuring that this is reviewed on a ongoing basis. The Director of Golf is supported by the Board to deliver on those strategic plans.

Governance is the system by which KenWo is directed and managed. It influences how the objectives of KenWo are set and achieved, spells out the rules and procedures for making decisions and determines the means of optimizing and monitoring performance, including how risk is monitored and assessed. **Effective governance requires leadership, integrity and good judgment.** Additionally, effective governance will ensure more effective decision making, with the Board demonstrating transparency, accountability and responsibility in the activities undertaken and resources expended.

Principles/Values

KenWo Golf Club's Directors are expected to conduct themselves as stated in KenWo Code of Conduct Policy, which includes the following:

- **honesty, integrity, and support** for the best interests in carrying out the day to day business and planning for the future of KenWo
- has a professional and healthy regard for **confidentiality**
- **unbiased participant** in establishing guidelines that are sound for the entire club through feedback from the membership
- **respectfully** hear concerns, ideas, suggestions, and will, through a committee system, make and vote on motions for action or inaction
- **discussion**, agree, disagree, seek further information, solicit advice from professionals in a discipline and gather as much information as possible about issues
- **"What is in the best interest of the KenWo and its members?"** will be top of mind in all decisions
- **support the decision** once a vote is taken; all are expected to conduct themselves as unified body
- **not undermine decisions** made (democratically through the voting process) by voicing to small groups or individuals that he/she is not in agreement with the decision that was made
- **members concerns** are to be brought forward to the committees and board for discussion
- **provide an example** regarding your personal code of conduct and expect to receive a more severe disciplinary penalty should they violate the code of conduct.
- **stay in your lane** Directors should not become involved in or interfere with the Director of Golf and/or the operations team in their daily duties nor instruct staff in how to perform their work

Governance is about:

- strategically identifying and managing risk
- determining the vision, mission
- develop policy and strategy to manage risks
- appointing of the Director of Golf
- managing governance processes
- providing insight, wisdom and judgement
- monitoring performance of the organization in relation to Quality , risk and ethics.

Management is the 'how' - the delivery of the strategic plan and the outcomes of the organization.

Management of an organization is overseeing the day-to-day running of the organization. Management also plays a crucial role in the leadership of the organization through supporting staff and/or volunteers to understand, implement and support the strategic vision and direction. This is a different leadership role to the Board.

Management is about:

- setting the tone and culture of the organization
- assist in development and delivery of policy and strategy
- setting and overseeing annual operational business plans
- appointing and hiring managers and staff
- supporting governance processes
- implementing Board decisions
- measuring performance
- delivering services and activities
- managing strategic and operational risk

KenWo 's Mission, Vision and Values

Mission

Providing our members and guests of all ages and abilities with an overall golf experience, delivered by exceptional staff, that consistently earns their appreciation, support, loyalty, and trust.

Vision

Strive to be the premier semi-private golf facility in Atlantic Canada based on a foundation of exceptional performance.

Core Values

Our Core Values shape the decisions we make, define our character, and preserve what is special about KenWo Golf Club. KenWo not only serves its members and guests but strives to support our community through a number of different charitable events. We are proud of our youth programs that build and promote the path to our future! Our Core Values are:

Integrity

We work together collaboratively in the best interests of our Golf Club and Community, with integrity, inclusiveness, and professionalism, to execute our strategy and achieve our goals.

Respect

Provide a family oriented, friendly, caring, and respectful environment for our members, guests, and staff.

Excellence

We strive to reach the highest possible standards, aiming to achieve our maximum potential in everything that we do.

Environmental Stewardship

We understand the value of acting in an environmentally responsible way and are committed to reducing our impact by using sustainable practices within our local community.

Innovative

We value our heritage while we try progressive ideas and challenge the status quo as we strive to accomplish our vision and goals.

Core Pillars of Success:

With KenWo's Vision at the centre of everything we do, we have identified our Core Pillars of Success.

Finance and Governance: Club is managed in professional manner with an effective and efficient management structure (Board, DOG , Committees) which operates in a business-like manner in line with our Vision. Our Board of Directors, DOG and Committees are aligned and working with the best collective intentions of our club

The Course: Maintenance of a high-quality course using proficient green keeping practices.

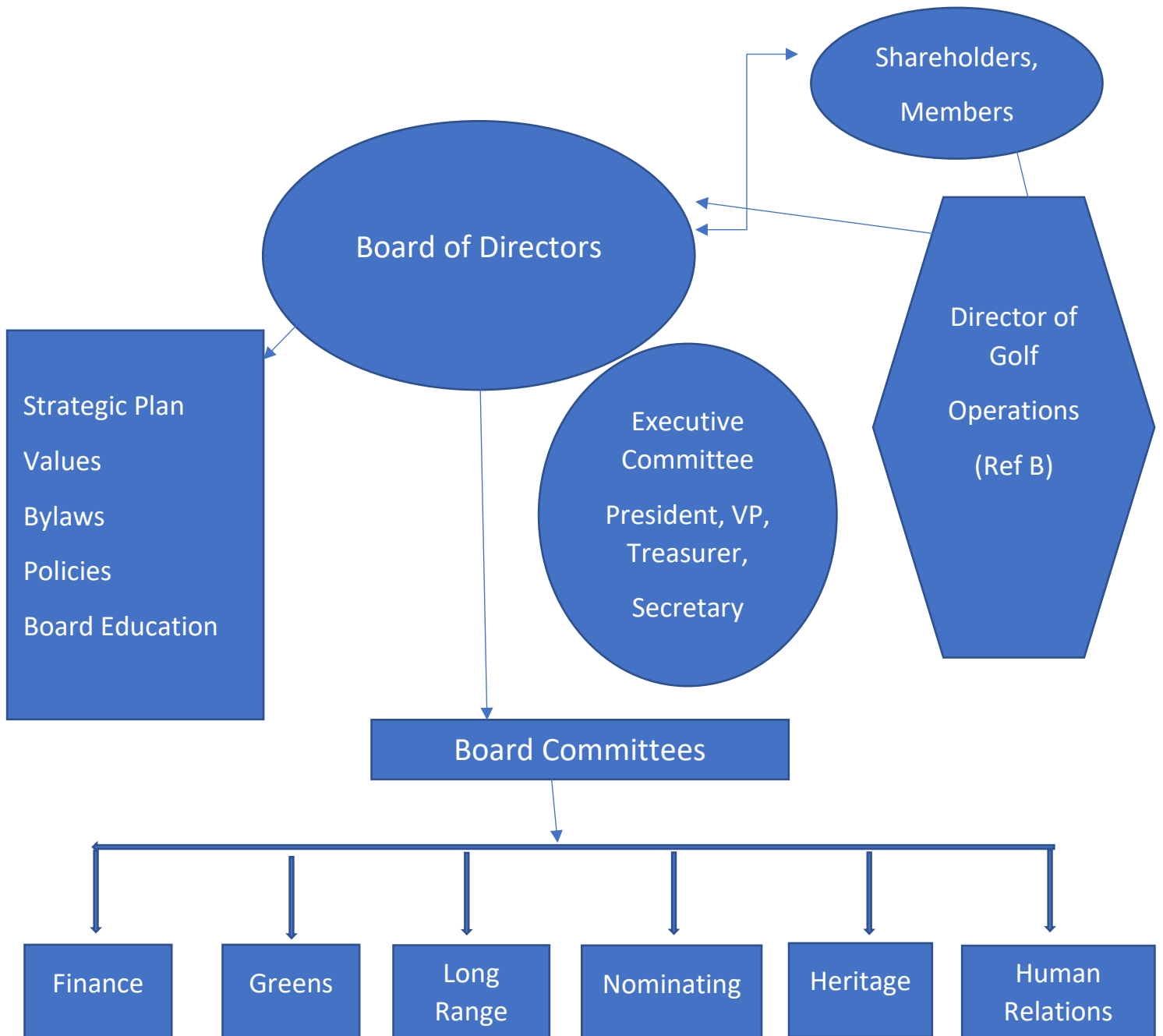
Attracting and Retaining Members: Our members are the core lifeblood of our club and we will act to attract and retain them to provide stability to our Club

Customer Service: A friendly and welcoming environment to be maintained for both members and visitors

Components of the KenWo Governance Framework

The components of good governance include .the Board, ByLaws, Policies, and Board Committees which establish rules or guidelines for decision making. The framework demonstrates that the Board has one employee the Director of Golf who is responsible for the operations of the Golf Club and carries forward the the strategic direction of the Board.

KenWo Governance Framework



Board of Directors:

The Board of Directors is the governing body responsible to the shareholders of KenWo and develops partnerships with its stakeholders. The Board is comprised of ten shareholders which include one representative from the Women's Division and one representative from the Senior's Men's organization. Three Directors become the Officers of the Board and are elected by the Board to the positions of President, Vice-President, Treasurer. The Director of Golf is an ex officio officer and acts as Secretary to the Board.

In discharging its responsibility, the Board has established the following roles and responsibilities:

- the Board, subject to the KenWo's bylaws, establishes and approves the policies under which the Club is operated and governed; selects, and appoints the Director of Golf; approves annual budgets and accounts to the shareholders for the Club's performance.
- Board Committees are comprised of Directors and representative Club members are responsible, in consultation with the Director of Golf, or their designate, for developing and presenting to the Board, new policies in their areas of responsibility.
- The Board requires insight into the operations to have foresight and oversight in its governance role.
- The Director of Golf has oversight of, and responsibility for all operations of the Club in accordance with these policies.

Board Committees:

To determine the number of committees required at KenWo, it is important to identify the club's core activities. Sub-committees must be set up for these activities to keep the club focused on its priorities. They should be resourced and scaled depending on their importance.

Committees are to be chaired by members of the Board. Board Committee members are to be appointed annually by chair of committee; membership should reflect the Club's membership in general, with respect to age and gender. Committees report to the Board.

Committees of the Board are:

- Executive Committee
- Finance Committee
- Greens Committee
- Long Range Planning Committee
- Nominating Committee
- Heritage Committee
- Human Relations Committee

Ad Hoc Committees

Unlike a sub-committee, an Ad Hoc committee established by the Board and chaired by a Board member is to deliver a specific project or need for the club, for a stated period. After the project is complete, the working group will not continue to meet or exist. Ad hoc committees engage people with relevant skills for specific projects. Examples of Ad Hoc Committees are;

- Centennial Committee
- Hiring Committee
- National Competition Committee

General Description of Committees

- **Executive Committee**- Acts on behalf of the full board for emergent issues and sets priorities for the full board.
- **Finance Committee** – The Finance Committee shall oversee the proper management of all club finances.
- **Greens Committee** – The Greens Committee is an Advisory committee overseeing the turf management of golf course, including its' maintenance and development.
- **Long Range Planning Committee**-is an advisory committee that provide forward planning of maintenance and expansion of the KenWo property/infrastructure and equipment.
- **Nominating Committee** – The Nominating Committee is responsible for proposing and vetting suitable candidates for membership on the Board and its Committees and bringing these names forward for consideration by the Board or the Shareholders, as applicable.
- **Heritage Committee**-is an historical committee which captures and catalogues the club's activities so as to maintain the historical records of the club's membership accomplishments in golf.
- **Human Relations Committee** – The Human Relations Committee is responsible for reviewing complaints / concerns for those complaints referred by the President /Director of Golf that are not resolved at that level. The committee also reviews and revises appropriate policies.

Overlapping Responsibilities – Should the responsibilities of two or more committees overlap, the Board shall determine which committee shall have the overriding responsibility.

Appendix A

Terms of Reference of Committees

Executive Committee

Role - The executive committee is a standing committee that acts as an Advisory for the Director of Golf. Although the executive committee comprises of the officers of the Board, the committee members report to the board.

Membership – The Board elected Officers include the positions of President, Vice-President, Treasurer, and Director of Golf who is ex-officio and acts as Secretary

Terms of Reference

- I. The bylaws outline the executive committee's power and authority. It serves as an advisory function to the Director and Golf. It may discuss emergent issues that cannot wait for a board meeting, virtual call or email poll.
- II. The executive committee is responsible for recruiting, and nominating, the Director of Golf.
- III. Committee members set executive compensation levels and work with the DOG to establish goals.
- IV. The Executive committee is responsible for annual performance review where general performance criteria and specific goals for the upcoming year are set.
- V. The committee reports to the board on their activities in connection with DOG.
- VI. Serves in an advisory capacity to the board and the DOG. The executive committee works closely with the DOG and advises him or her on important matters.
- VII. Executive committee provides direction for the board, steering them toward the most important issues, and helping to prioritize board meeting agendas.
- VIII. The committee helps to evaluate progress toward strategic goals and initiatives.
- IX. Providing oversight for the entire organization. Executive committees are responsible for overseeing board policies and ensuring good governance practices.
- X. Takes the lead on board member education and development. To ensure effective leadership in governance practices, the executive board generally takes the lead on ensuring that board members learn about their responsibilities and the committee takes responsibility for following through with annual board self-evaluations.

Finance Committee

Role – The Finance Committee shall oversee the proper management of all club finances.

Membership - Four members to include one Director who shall serve as Chair, the Director of Golf, and two members to be selected from the membership and who have expertise or experience in financial and/or audit principles.

Terms of Reference of the Committee

- I. Monitor the Clubs overall financial position.
 - II. Review data and financial statements for the purpose of monitoring expenses and income and advising the Board when action may be necessary.
 - III. Consult with the Club's external auditors to review the scope and nature of the audit and resolve any issues that arise.
 - IV. In consultation with the Director of Golf, review all financial statements prior to submission to the Board.
 - V. Identify areas of financial risk to the Club.
 - VI. Evaluate the financial control the Club has over its operations.
 - VII. Review the processes the Director of Golf has in place to deal with opportunities for improvement of the Club's operations or financial position.
 - VIII. Review material contracts, capital expenditures, the Director of Golf's contract and other financial policies.
 - IX. Bring to the Board for its approval any new policies of a financial nature that are deemed relevant by the Director of Golf and the Committee.
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Managerial Responsibilities Devolved to the Director of Golf

- I. In consultation with the Finance Committee and Treasurer, prepare and present to the Board a budget of proposed expenses and revenues for the upcoming year by February 1st of that year.
- II. Provide advice to the Board regarding financial matters in which the Club is involved and determine the extent to which these matters require Committee input or Board involvement.
- III. Prepare cash position summaries for the Board to enable proper decisions on capital expenditures, assessments, and matters of a similar nature.
- IV. Provide monthly operating statements, budgets, forecasts and long-range projections to the Board as required.
- V. Review the financial effect of Club operations and make recommendations relating to income and expenditures, fees, dues and matters of a similar nature.
- VI. Submit other written recommendations and reports to the Board upon request.

Greens Committee

Role –The Greens Committee provides advisory and support to the Director of Golf and Course Superintendent. They will identify golf course and landscape issues and prioritize repairs and improvements. The Committee in concert with the Superintendent and Director of Golf will cost out proposed changes and bring them to the Board for approval.

Membership – The Committee should be comprised of six to nine members to include the Chair, who is a member of the Board, three club members, representing high/low handicappers and both genders, the Course Superintendent, and the Director of Golf.

Terms of reference

- I. Develop plans for the golf course repairs and improvements. This may include identifying course components that need improvement, or areas of the course that require extra maintenance and repetitive repair.
 - II. Be acquainted with the problems and functions of the Superintendent. The greens chair and committee should be a buffer between the superintendent and the club membership
 - III. Be a strong advocate for the maintenance operation. Communicate member wants, needs, complaints, etc. to the committee, the Greens Chair, the Director of Golf or, in his absence, the Superintendent.
 - IV. With the Superintendent, develop and maintain realistic golf course maintenance standards to provide guidance in regard to course conditioning-, short- and long-range goals / objectives??
 - V. Hold scheduled meetings and establish a regular reporting structure for each monthly Board meeting.
 - VI. Present to the Board for its approval policies deemed necessary to the proper management of the course.
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Managerial Responsibilities Devolved to the Director of Golf

- I. Have control of all course maintenance.
- II. Determine whether the course or any part of it is in a suitable condition for play and permit or prohibit playing thereon.
- III. Supervise the care of the golf course to allow for the best possible playing conditions for golfers consistent with the Clubs objectives and resources.
- IV. Develop and administer a program for the continuous upkeep and improvement of the golf course, Club property and clubhouse grounds with the assistance of the Superintendent.
- V. With the assistance of the Greens Committee and Superintendent develop a long-range capital purchase and replacement program to meet the Club's current and future maintenance and course grooming objectives.
- VI. Communicate with members in all membership categories about the course and its condition.

Long Range Planning Committee

Role - The Long-Range planning committee shall look out to 10 years for future development and growth opportunities. These will normally fall into the following areas: golf course development, renovations, equipment and or program /service expansions.

Membership – The Committee will include: President (Chair), Vice President, Greens Chair, a Woman Division member, a past Club President, two members at large (one male, one female), and the Director of Golf.

Terms of Reference

- I. The committee oversees the development and implementation of long-range plans looking out to 10 years. Breaking them into near (inside 3 years), mid-term (3 to 5 Years) Long Range (6 to 10 years)
 - II. Development and Growth initiatives should be organized by year expected and include projected cost and priority.
 - III. Ideas should be sought from all stakeholders including staff, members, sponsors, and guests. Expansion of club services should be balanced with maintenance equipment and infrastructure upgrades.
 - IV. Committee shall meet and report to the Board a minimum of twice a year, once before the development of the annual budget.
 - V. Director of Golf will coordinate and schedule all meetings for the committee
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Managerial Duties devolved to the Director of Golf

- I. Maintain a list of capital purchase projects necessary for the club operations and course maintenance.
- II. Develop with Superintendent and Greens Committee a list of future course improvements
- III. Identify club building maintenance and/or replacement requirements.
- IV. Responsible to Obtain pricing, quotes and/or tenders for prospective projects and additional information for prospective projects. This will include designs, studies, surveys and additional information to support the for prospective projects.
- V. Communicate to the committee when a change in circumstance make it necessary for updates, additions or deletions to the list.
- VI. Provide guidance to the Board as to the expected year and priority of items on the long-range planning list. This guidance should include expected outcomes for both action and inaction on each item.

Nominating Committee

Role - The Nominating Committee is responsible for proposing suitable candidates for membership on the Board and bringing these names forward for consideration by the Board or the Shareholders, as applicable.

Membership – Three members to include the Vice President of Board of Directors who will act as Chair: and two other members from the membership.

Terms of Reference

- I. Review the inventory of members and shareholders skills to find the candidates who, in the opinion of the committee, are best able to fill the vacant positions.
- II. Consult with each potential candidate to ensure the candidate is willing to fill the vacant position if selected
- III. Candidates should be frequently involved in the club and its services.
- IV. Create a list of candidates the committee will nominate to fill the vacant positions.
- V. Submit the candidate list to the Board for its approval or presentation to the shareholders, as appropriate.
- VI. In developing recommendations for membership on the Board or committees, the Nominating Committee shall attempt to ensure that there is a balanced representation of men and women considering the membership of the Club and the availability of volunteers.
- VII. Names submitted by the Sr. Men's and Ladies divisions (the President of the division or a representative of their choosing) will be placed in nomination at the annual general meeting by the Nominating Committee.
- VIII. The nominee must be KenWo shareholder in good standing to sit on the Board.

Managerial Duties devolved to the Director of Golf

- I. Support and assist the board to maintain the timings and outcomes for nomination process are completed in accordance with Bylaws.
- II. Support and assist committee in vetting of potential candidates.
- III. Post nomination, assist the Board of Directors with orientation of new board members.

Heritage Committee

Role: The committee is responsible for collecting, cataloguing, and displaying the rich history of KenWo golf accomplishments of more than a century. The rich history can be denoted as the Heritage Collection which includes a vast array of historical club artifacts dating back to the club's founding in 1921.

Membership - The KenWo Heritage committee is a dedicated group of club members no more than five, tasked with preserving the history of the club, and sharing it with fellow members, guests and web visitors. The Committee membership should include at least one member of each division in the club. The committee will be chaired by the member of the Board.

Terms of Reference

- I. The Committee is to maintain the club's history with statistics on each division / league. The committee captures the stories of the club's annual events. These include Club championships, events, hole-in-ones and other significant occurrences.
 - II. Member accomplishments at both local, provincial and national tournaments should also be included.
 - III. The committee will maintain on the club website a collection of historic stories and listings of past champions, member accomplishments outside of golf and listing of the course changes over the years.
 - IV. The committee is encouraged to develop future ideas.
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Managerial Duties devolved to the Director of Golf

Inform the Committee of

- Club Championship and club sponsored tournaments to include participation, champions, supporters, influencers, sponsors, volunteers and interesting occurrences.
- individual member accomplishments at Provincial and National golf tournaments and events.
- identify individual club member accomplishments outside of golf where members have demonstrated superior support to the community and KenWo values.

Human Relations Committee

Role - The Human Relations Committee responsible to deal with complaints that have not been resolved at Step 1 by the President / Director of Golf. The committee will review the complaint to determine the merit of the complaint and proceed based on the Bylaws and Code of Conduct /Complaint / Disciplinary Policy.

Membership – Three Directors will make up the Committee, One as Chair and two other Directors with expertise or experience in the area of human resource management. This committee may access outside resources as required based on the situation.

Terms of Reference

- I. In consultation with the Director of Golf, develop personnel policies in accordance with good management practices and any applicable laws.
- II. In consultation with the Director of Golf supervise the system for disciplining, any person including members, guests' staff, and members of public for violation of club policies at the Director of Golf's direction.
- III. In consultation with the Director of Golf, review, recommend and establish policies with respect to benefit programs for Club employees, commensurate with comparable industries in the area and the resources of the Club.
- IV. Hold extraordinary meetings as requested by the Director of Golf to deal with employee issues, recognizing that no employee other than the Director of Golf reports directly to this committee.

Managerial Duties devolved to the Director of Golf

- I. Establish procedures for making and executing contracts with the Club Professional and the Superintendent.
- II. Conduct annual performance evaluations of the management staff.
- III. Advertise for new members of the senior management staff as required, conduct any resulting interviews and communicate names of successful applicants to the Board. Recommend to the Board policies that ensure hiring practices are current.
- IV. Annually review and update employee contracts, evaluations and job descriptions.
- V. Ensure that signed contracts are completed each year for each employee of the Club working under a contract of one year's duration or less.
- VI. Develop job descriptions and responsibilities for dealing with personnel who report to the Director of Golf.
- VII. Monitor the actions taken by senior management to train employees with respect to environmental, occupational health and safety, and fair and equitable treatment of employees, members and guests in accordance with human rights standards.

- VIII. Develop employee benefit packages that will attract and help retain high caliber staff.
- IX. Review employee programs for adequacy of social security and other federal and provincial programs affecting employee welfare.
- X. Provide overall policy guidance for existing employee benefits programs and be familiar with all laws and regulations applicable to each staff member's function.
- XI. Develop and implement any and all appropriate Human Relations policies

Appendix B
Operations Framework

