



GOVERNANCE COMMITTEE

SPRING REPORT – MAY 25, 2022

Committee Members: **Andrew Mader (Chair), Anita Bezeau, Sarah Dennis, Howdy Pew**

Background:

- **Need for Governance Committee** – Over the past few years at the Chester Golf Club (CGC), there have been situations, issues, and discussion points that continued to identify gaps in the CGC organization, most of which could be avoided or resolved with a functional governance management system. Back in September 2021, during a Board meeting, it was agreed that a governance committee (ad hoc) would be formed. The primary purpose of the committee is to optimize the flow of authority from the Board to Management and the corresponding flow of accountability from the Management back to the Board and the Members. The governance system is simply a set of principles designed to keep communications throughout CGC clear and the roles of key participants unambiguous.

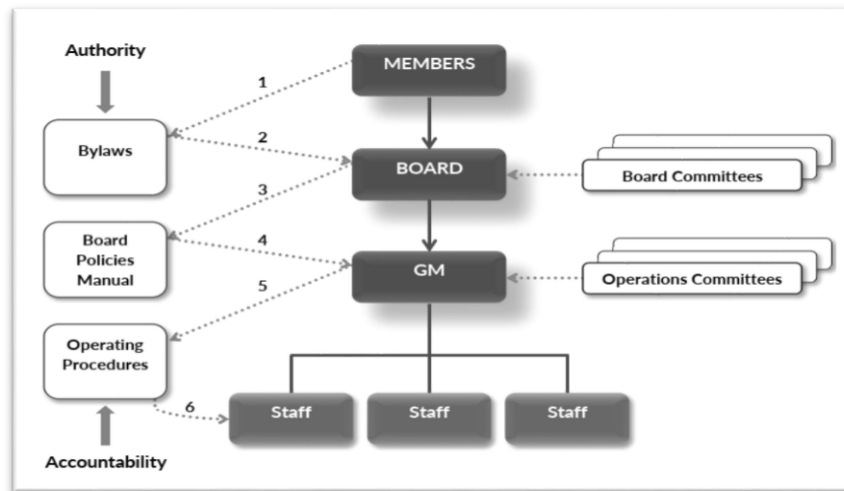
As we move forward and assess the necessary steps to follow through on the implementation, we will be reviewing and looking into the following (listed below)

Items / Topics under review (Current):

- **Terms of Reference for the Governance Committee (ad hoc)** – Currently a copy of the Terms of Reference is in “draft” form, and will wait review from the CGC Board. The purpose of the Governance Committee terms is to ensure that there is a robust and effective process to support and for evaluating the performance of the CGC Board, Board Committees and individual Board Members. We do not anticipate any major changes or adjustments after the review. This document will ensure consistency and will clearly describe the purpose, structure and operating rules, keeping in line with the CGC goals and objectives. When the final version is ready, it will be made available to the Board members.
- **Professional Resources and Support** – Based on experience, the most effective and efficient approach to this, the committee would seek professional independent advice who would specialize in Governance systems and working with Boards. We know this will be a process, and one which will require a series of workshops and commitment / participation from various Board members and management. Currently we have reached out to a consulting firm, and are awaiting their proposal.
- **Self-evaluate** – Review of all current CGC documents, policies, procedures, including the By-Laws will be reviewed. Discuss the roles of the various stakeholders in the CGC governance structure. Review CGC Board’s current strengths, weaknesses and opportunities for improvement.
- **Establishing what is CGC** – Reviewing and realigning CGC’s mission, vision, goals and objectives

Items / Topics (Future):

- **Governance Models** – There are various models for club governance, therefore we will be looking at best practices and principles that currently are being used. Currently the Club Governance Model is the best practice. (see sample imagine below)



- **Board Policies Manual (BPM)** – A BPM is required and something that will assist all levels of the CGC operations, management and the Board. Currently all of the CGC documents are not controlled, not arranged or managed in one location (hardcopy or electronically). Efficiency of having all ongoing Board policies in one place will provide:
 - Ability to quickly orient new Board/Committee members to current policies
 - Elimination of redundant or conflicting policies over time (maintaining consistency)
 - Ease of reviewing current policy when considering new issues, challenges, changes, etc.
 - Providing clear, proactive policies to guide the General Manager and staff, as well Board members
- **Next Steps:** We have started to discuss other areas of interest and importance, but we will wait for the proposal and work that will come from this committee and consultant, to ensure we are moving in the best direction.

Thanks,



Andrew Mader (Chair – Governance Committee)