



Remuneration & Nominations Committee Charter

1 Role and Key Responsibilities

The role of the Remuneration and Nominations Committee (Committee) is to: -

- (a) review and determine, on behalf of the Board, the remuneration of the Executive Director (ED);
- (b) review the ED's recommendations regarding remuneration of the IGF's staff and any senior consultants reporting to the ED;
- (c) review any employee grievance or staff complaints about remuneration;
- (d) ensure that the IGF's remuneration policies, practices and performance indicators are aligned to the IGF's mission, values and overall business and sporting objectives and are appropriately designed to:
 - i. motivate the IGF staff and the ED to pursue the long-term objectives and success of the IGF; and
 - ii. demonstrate a clear relationship between the IGF's objectives and the ED's and staff performance and remuneration.

The Committee may obtain independent advice.

2 Succession planning, education and culture

The Committee shall review: -

- (a) and advise the Board on the succession plans prepared by the ED for the ED, senior management and staff;
- (b) and authorise the education plans proposed by the ED for the ED, senior management and staff;
- (c) the IGF's corporate culture and report to the Board.

3 Board Nominations

The Committee shall ensure Board succession plans are in place and if required conduct searches for new Board members and recommend preferred candidates in accordance with the following criteria and guidelines:-

- (a) level of seniority in the nominee's workplace
- (b) previous directorial experience
- (c) level of further education taken by the nominee
- (d) the nominee's standing within the golfing community
- (e) qualifications and skill sets
- (f) ensure diversity on the Board
- (g) consideration of their experience as a recognised leader and team player
- (h) any other attributes that the nominations committee believes will benefit the IGF

4 Composition and meetings

The Committee is a committee of the Board who appoint the committee and its chair. The Committee shall comprise no less than three members of the Board none of whom will be receiving any salary or consulting fees from the IGF. It shall meet at least two times per year and report to the Board. The quorum for meetings is two members.

The President, if not a member of the Committee, and the ED shall be invited to meetings to discuss management performance and remuneration for all management, any consultants and staff other than for themselves. Meetings of the Committee may be held face-to-face or through any technological means by which members can participate in a discussion.

The notice and agenda of meetings will include relevant supporting papers, as appropriate.

The Committee may invite any such other persons to attend as it sees fit and consult with other persons or seek any information it considers necessary to fulfil its responsibilities.

5 Secretariat Duties

The Committee Chair or a delegated Committee member will minute the matters arising from all meetings. The minutes will be ratified by members in attendance and signed by the Committee Chair.

The Committee Chair will table or report on the outcome of deliberations at the next Board meeting.

6 Committee Review of the Charter

The Committee will review this Charter from time to time to provide assurance that it remains consistent with the IGF's objectives and responsibilities.

The Board approves the Charter

7 Confidentiality

Unless otherwise required by law or the IGF Constitution, the members of the Committee are required to keep Committee discussions, Committee papers and deliberations confidential.

8 Inconsistency with IGF Constitution

Whilst this Charter does not form part of the IGF Constitution, this Charter (as in force from time to time) is nevertheless binding on the Committee and each of the Committee members.

To the extent there is any inconsistency between this Charter and the IGF Constitution, the IGF Constitution will prevail.

9 Access to Charter

This Charter will be made available to all members of the Board, senior management and staff. It shall be posted on the IGF website www.igf.golf