



## **NCGA DIRECTOR OVERVIEW**

The Northern California Golf Association (NCGA) has a long history of supporting the game of golf, providing leadership across the industry and introducing innovations that improve the golf experience of our many clubs and members. Serving on our Board of Directors (Board) is a way to give back to the game, develop new friendships and enjoy many unique golf experiences. The objectives of this document are to give one insight into:

- How the NCGA supports the game of golf;
- The responsibilities of a Director; and
- The various meetings and time commitments required of a Director.

What this document cannot do is fully explain the value that one can take away from serving on the Board. After reading this document, if you are interested in applying to become a member of the Board we encourage you to contact one of the many current and former Directors to answer any questions you may have.

### **Background**

The NCGA is an association of member golf clubs, each of which has its own individual members. In 1901, the following five golf clubs founded the NCGA for the express purpose of participating in the Pacific Coast Amateur Championship:

- Menlo Country Club;
- Linda Vista – now known as San Jose Country Club;
- Presidio Golf Club;
- Oakland Golf Club – now known as Claremont Country Club; and
- San Francisco Golf Club.

Over the years, the membership and scope of the NCGA's activities have greatly expanded. Currently, the NCGA consists of nearly 400 golf courses with member clubs, 800 Associate clubs and eight eClubs with a combined membership of nearly 200,000 individuals. Our geographic territory ranges from San Luis Obispo in the south all the way to the border with Oregon border in the north and from the Pacific Ocean in the west to the Nevada border in the east.

The NCGA operates as an Allied Golf Association (AGA) licensed by the United States Golf Association (USGA) with three primary responsibilities:

- Rating golf courses to determine the slope and index;
- Providing USGA handicaps through the GHIN system; and
- Conducting tournaments.

The NCGA is considered to be one of the largest AGAs in the United States as determined by the number of members and the total value of our asset holdings. We rate about 60 to 70 courses each year and have one of the largest tournament calendars of any AGA with close to 600 tournament days conducted each year. A Director's participation in these activities is explained further in this document.

The NCGA was the first AGA in the United States to build its own golf course – Poppy Hills in Pebble Beach in 1986. A second golf course, Poppy Ridge in Livermore, was opened in 1996. Both facilities are owned and operated by the NCGA.

### **Mission**

“To inspire all to enjoy the benefits of golf by providing innovative programs and services.”

## **Vision**

“To ensure the game of golf is vibrant, inclusive and accessible.”

## **Statement of Values**

The NCGA expects its Directors to possess values that aid our organization in fulfilling its mission and vision. The core values essential to our success include: a passion for golf; a sense of community and collegiality; personal accountability; integrity; leadership and a commitment to innovation.

The NCGA creates programs, policies and procedures that deliver on our commitment to ensure the viability of golf in Northern California. Exploring new opportunities for all golfers to participate in the sport and expanding access to golf programs and facilities are a constant theme of Board activities. The NCGA strives to break the stereotype of golfers held by many and promotes a very diverse golfer base - not just in terms of age, gender identity and ethnicity - by taking a broader view.

For example: some golfers thrive on competitive golf while others prefer social golf; some enjoy being a member of a private club while others prefer to play at a variety of public courses; some play 100 rounds per year and others only occasionally participate in a scramble fund raiser; some expect to play by the Rules while many have only a passing knowledge of the Rules and could care less; some want a handicap index and others do not; some prefer to walk and others prefer to ride; some think nothing of paying \$100 for a round and others struggle to pay \$35.

Golfers are quite a diverse group of individuals. Our offerings must reflect this diversity. The NCGA is committed to seeing that our Board and staff also reflects this diversity.

## **Role of the Board**

The Board is responsible for establishing the strategic direction for the organization and providing high-level oversight over operations. By focusing on strategic goals and objectives the Board can maintain the viability of the organization in an ever-changing world. This role is distinct from that of management and staff who are tasked with conducting day-to-day operations in a manner consistent with the strategic direction of the Board.

## **Staff Interaction**

While the Board's primary role is setting strategic direction and providing high-level oversight, individual Board member interaction with staff is expected and encouraged. It is important that the Board delegate day-to-day operational responsibilities to management and staff and refrain from providing specific direction outside of Board meetings. That said, Board members are expected to interact with management and staff while working tournaments and participating in other association activities. In those situations, feedback on what is going well and what can be done better is valued.

When a Board member has critical feedback for a specific staff member, or wants to change any specific operational item, it is not appropriate to provide the critical feedback or directive to the staff member in question. It is appropriate to provide these to either to a Board Committee Chair, the Board President, the NCGA CEO or, at times, the supervisor of the employee in question.

The feedback and insights of Board members are highly valued and help make the Association better.

## **Board of Directors Composition**

Taken as a whole, diversity is very important for the Board, and the Board should be representative of a broad spectrum of golf affiliations that reflects the diversity of our membership. In addition, each geographic region of the NCGA – as defined in the bylaws – must have representation on the Board.

Each Director should have business experience outside the boardroom. The Board should always have at least one Director with a finance background, preferably a CPA. The Board should always have at least one Director with a legal background. While specific functional business expertise is beneficial to the board, having a well-rounded skill set and a wide range of experiences are even more important. Other types of valuable skill sets include, but are not limited to:

involvement in amateur golf; Business management; Communications, Publications and/or Advertising; Marketing, Sales and/or Public Relations; Insurance, Employee Benefits and/or Human Resources; Information Technology; or Political Lobbying.

### **Service and Compensation**

Service on the Board is voluntary and without pay. While certain expenses associated with attending Board meetings are covered by the NCGA, Directors incur additional personal expenses such as travel, apparel, food and lodging for which they are not reimbursed. These costs vary significantly with each individual.

### **Attendance and Participation**

A Director is initially elected to serve a two-year term. Thereafter, a Director may be elected to serve up to four additional one-year terms. Unless a Director is selected to serve as an officer, a Director's service to the Board will not exceed six years in duration.

New Directors are expected to attend an orientation session during their first year on the Board. In addition, each new Director will be assigned a mentor to help guide them through the first year or two on the Board.

Each year, a Director is expected to participate in a review of their performance conducted by one or more senior members of the Board. During the review, the topics for discussion will include: (i) the extent to which the Director has met Board expectations; (ii) the Director's desire to continue as a Director of the Board; and (iii) the Director's preferences for their future participation in Board activities.

A Director may resign from the Board at any time and the Board reserves the right to remove a Director from the Board at any time.

Except in very unusual circumstances, Directors are expected to attend all Board and committee meetings. The start time for Board meetings is normally set so that a Director can travel on the morning of the first day. The end time is normally set so that a Director can travel on the afternoon of the last day. NCGA will host group lodging and group meals when overnight stays are part of the itinerary. Board and Committee meetings are traditionally held in the following months:

<b><u>JANUARY</u></b> New Director Orientation- overnight Virtual Update	<b><u>FEBRUARY</u></b> First Committee Meeting- one day Shareholder's Meeting & Winter Board Meeting- overnight	<b><u>MARCH</u></b> Virtual Update
<b><u>APRIL</u></b> Virtual Update	<b><u>MAY</u></b> Second Committee Meeting- overnight Spring /Past Presidents Board Meeting (Spouses Welcome)	<b><u>JUNE</u></b> Virtual Update
<b><u>JULY</u></b> Summer Board Retreat- overnight (2) (Spouses Welcome)	<b><u>AUGUST</u></b> Virtual Update	<b><u>SEPTEMBER</u></b> Hall of Fame Ceremony Virtual Update
<b><u>OCTOBER</u></b> Third Committee Meeting- overnight Fall Board Meeting TOCR Ceremony	<b><u>NOVEMBER</u></b> Fourth Committee Meeting- one day	<b><u>DECEMBER</u></b> Winter Board Meeting- overnight Annual Meeting (Spouses Welcome)

### **Number of Days of Service:**

- Board of Directors Meetings (5) and Committee Meetings (4): 13 days
- Volunteering at Tournaments: 5 Days or more
- Attending a Rules School: 2+ days (this should be done in the first term)
- Course Rating Seminar/Attendance: 2 Days (during the first term)
- New Director Orientation: 2 Days (for incoming new Directors)
- Other Special Events: 2 Days+

### **Director Education**

The NCGA is the AGA authorized by the USGA to rate courses and administer the USGA's handicapping system in Northern California. Each of these related functions has a profound impact on golfers who play golf in our geographic area. In addition, NCGA members often cite a handicap index as their most important member benefit.

Accordingly, NCGA Directors should have a working knowledge of this area of our business. In order to acquire the requisite knowledge, new Directors are expected to attend a New Course Rater seminar, a Returning Rater seminar and/or an actual course rating during the Director's initial two-year term. This expectation is deemed to have been met if a new Director is already a course rater for the NCGA.

In order to be effective while working one of our tournaments (see requirement below), and to better represent the NCGA in general Director play, it is important that a Director have more than a casual familiarity with tournament administration and the Rules of Golf. Each Director is expected to attend a Rules School within the Director's initial two-year term and to take the test given at the end of the class. Thereafter, Directors are required to attend Rules School and take the test at least once every three years going forward. These expectations are deemed to have been met if a Director is already a Tournament Official.

In addition, new Directors are expected to attend a two-day New Tournament Official orientation prior to the first volunteer tournament day unless the new Director is already a Tournament Official.

### **Officer Roles**

In addition to the duties noted in the bylaws, officers will have additional responsibilities as noted below.

**NCGA President:** Historically serves as the tournament chair of the NCGA's Amateur Match Play Championship traditionally held in August.

**NCGA Vice President:** Customarily serves as the captain for all team events sponsored by the NCGA. These include: (i) the California Amateur held in June; (ii) the Cup Matches held in October; and, (iii) the Senior Championship held in November. During odd-numbered years, the NCGA VP also attends the California Amateur Cup held in December.

**NCGA Secretary/Treasurer:** It is expected that the Secretary/Treasurer will be present at all of the NCGA's major championships. The NCGA Secretary/Treasurer also serves as a member of the California Golf Association (CGA) and travels to such events to attend its Board meetings and conduct its championships. This role also normally serves on the NCGA Nominating Committee.

**California Golf Association:** The CGA is governed by the officers of the NCGA and the Southern California Golf Association, including the NCGA's chairperson of the Operations Committee. These individuals are expected to serve the week-long annual California Amateur and at least one of the other three-day Championships. They will also attend the CGA Annual Meeting which is conducted the evening prior to the start of the Senior Championship in November and attend any special meetings as deemed necessary. The President of the CGA is assigned at the CGA Championship and assumes the role until the following year's championship. The NCGA President serves as acting CGA president for the two championships held in Northern California. Lodging expenses for the officers of the CGA are paid for out of the CGA budget.

### **Committees**

Each Director is expected to serve on multiple committees. This enables the Board to function and gives the Director insight into the various operations of the NCGA. During one's first several years, Directors should expect to rotate through several different committees.

The President is responsible for making committee assignments – assignments in which the President attempts to balance the preferences and skills of each Director with need for diversity and representation on each committee. Directors should not expect that they will be assigned to committees solely on the basis of the subject matter for which they have specific, functional knowledge or in which they have a personal interest.

Each committee has a member who serves as the committee chair. The chair is responsible for conducting committee meetings and reporting on the committee's activities to the Board. In order to provide continuity from year-to-year, once appointed, a chair would typically serve a term of at least two years. The President may make changes to chair assignments if they believe doing so is in the best interest of the NCGA.

Due consideration should be given to providing each member who wishes to do so with the opportunity to serve as a chair during their time on the Board. This provides an opportunity for the leadership skills of the Directors to be evaluated with an eye to identifying potential officers. A Director who is also an officer is permitted to serve as the chair of a committee if that is deemed to be in the best interest of the Board.

In addition to a chair, most committees also have a vice chair. The vice chair will act on behalf of the chair in their absence and will assume the duties of the chair when that position is vacated. Small committees with four or fewer Directors may not require a vice chair. It is expected that the Board will periodically review the committee structure and make such adjustments as are deemed necessary to ensure the viability and success of the NCGA. Ad hoc committees may be formed from time to time to address special issues or projects.

### **Board Committees**

Advisory  
Nominating  
Governance & Education (Course Rating, Handicapping, Other USGA delegated governance activities)  
Finance & Audit  
Growth (Marketing & Membership, Includes Hall of Fame)  
Diversity & Human Resources (Includes NCGA Reach)  
Golf (NCGA Championships, Tournaments, other Events)  
Women's Golf  
Legal

### **Advisory Committee**

Each year the President appoints a six-member committee that consists of the officers plus two members at large – one of which is preferably a member of the Legal Committee. It has been tradition that the members of the committee be members who have served at least two years on the Board and thus have firsthand knowledge of the workings of the NCGA which will greatly aid them in participating in the important decisions of the Advisory Committee.

The role of this committee is to review Board agendas, legal matters and personnel matters that may arise on an as needed basis. The committee normally meets two weeks prior to Board meetings.

The committee will determine if a special meeting of the full Board is needed to further address or take formal action on any matter of concern addressed by the committee.

### **NCGA Tournaments**

Directors have an obligation to honor and support the NCGA's rich tournament legacy. So that each Director can gain an appreciation of the types of tournaments the NCGA conducts, and so that we can rub elbows with the club members and tournament officials who participate in our events, each Director is expected to work a minimum of five days per calendar year at NCGA golf tournaments.

A Director is free to choose the tournaments which best fit his/her interests and schedule. However, a strong preference should be given to working the following types of tournaments:

- NCGA Match Play Championship
- JTNC tournaments
- Thursday qualifiers
- Zone Championships
- A tournament held exclusively for women participants

A Director wears two hats when working NCGA tournament – that of a representative of the Board and that of a Tournament Official. In one's role as a Director, one is there to communicate to staff, volunteers and tournament players our appreciation for their support of, and participation in, our tournaments. In one's role as a Tournament Official, one is there to work in any capacity assigned to ensure the success of the tournament. A Director should be willing to take on

any assignment made with enthusiasm and without any sense of entitlement due to their status as a Director. This includes attending the morning meeting and remaining on site until released by staff and/or the tournament chair.

When a Director works at a NCGA tournament in the capacity of a Tournament Official, the Director is subject to the NCGA's expense reimbursement policy for tournament officials rather than the expense reimbursement policy of the Board. Currently, the tournament official expense policy is such that a Director is entitled to breakfast and lunch at no charge, but will not be reimbursed for out-of-pocket expenses such as travel or lodging.

### **NCGA Foundation/Youth on Course**

The NCGA Foundation plays an important philanthropic role in the NCGA's overall mission in Northern California. Financial support of the Foundation by the NCGA Board is deemed to be critical to the success of the Foundation's fund-raising activities. Accordingly, Directors are strongly encouraged to make an annual financial contribution to the Youth On Course program.

When Youth On Course applies for a grant, a 100% participation rate by the NCGA Board is often required.

There are a variety of ways in which a Director can make their contribution. New Directors should seek guidance on this matter from their Board mentor.

Youth On Course is a non-profit 501(c)(3) organization under IRS regulations; therefore, all donations are fully deductible.

### **NCGA Nominating Committee**

Each year, following the NCGA's Annual Meeting, the incoming President convenes a nominating committee which serves for four purposes:

- Selecting, on behalf of the Board, the nominees for the officers of the NCGA for the coming year;
- Selecting, on behalf of the Board, a slate of nominees to be voted for as Directors of the Board at the next annual meeting;
- Selecting two nominees to the Advisory Committee to be voted on by the Board; and
- Nominating an individual to fill a Board vacancy to be voted on by the Board.

The NCGA Nominating Committee is comprised of seven members of the Board and includes: (i) the current President who serves as Vice Chair of the committee; (ii) the Immediate Past President who serves as Chair of the committee; (iii) three additional current Board members, excluding candidates for Secretary/Treasurer, to be elected by a majority of the Board; (iv) the newly nominated President; and, (v) the CEO.

The NCGA Nominating Committee's duties of selecting nominees for officers and the slate of nominees for Directors is made on behalf of the Board; and, no vote of the Board is required to confirm.

The NCGA Nominating Committee's nominates two Directors to serve as members of the Advisory Committee and nominates individuals to fill Board vacancies. These nominations must be forwarded to the Board for a vote.

Service on the NCGA Nominating Committee generally entails four to six meetings during the year in addition to other Board responsibilities. Some of these meetings may be scheduled alongside Board meetings; however, it is likely that two of these meeting will entail interviews of Board nominees and may consume the entire day(s).