

1. Introduction

This handbook is intended as a guideline for directors at Whitevale Golf Club. Its audience is new directors who are learning about their roles, and members who are considering whether to volunteer their time to be on the Board of Directors.

The material in this handbook comes from several sources, some of which have been drawn from existing documents that can be found on the member website. Rather than refer readers to other documents, some material has been included but may no longer be completely current.

A key theme of this handbook is the relationships between members, the Board of Directors and the club management. As a new director gains experience in his or her role, it will become more apparent that the operation of the Club can be quite complex, and that the demands of directors can be challenging. An understanding of the relationships and an attitude of teamwork will go a long way to making for a successful directorship.

As part of welcoming new directors to the Board, it is highly recommended that the Executive Committee of the Board conduct an orientation session to review the material in this handbook and respond to questions, as well as other matters of relevance.

2. Mission, Vision & Values

Whitevale's current mission, vision and values were updated in 2023 and are posted on the website. They are:

Mission

The mission of Whitevale Golf Club is to provide its members, families, and guests with high-quality golf club, facilities and services, managed in a professional manner.

Vision

The Vision of the Whitevale Golf Club is to be the private golf club of choice in the eastern GTA by attracting and retaining members through a high-quality golf course, exceptional golf programs for all skill levels and outstanding hospitality services, at an attractive financial proposition.

Values

Golf:

- Promote the game of golf through a wide range of casual and competitive golf programs for all skill levels and interests.
- Provide a well maintained and playable golf course appealing to all skill levels
- Respect for sustainability and environmental issues in the maintenance of the golf course
- Maintain and foster a family-friendly membership

Integrity

- Respect for our history, traditions, members, staff, and guests
- Accountability through transparency, good governance, asset sustainability, and sound financial management

Communications

- Fair, open, and responsive to concerns and suggestions

- Continual, candid, and factual feedback to the membership

Leadership

- Good corporate citizen within the city of Pickering, Durham Region, and the Village of Whitevale
- Respect for our members, staff, guests, and suppliers
- Diversity and equality in everything we do
- Provide our employees with a safe, enjoyable work environment where they are empowered to voice their opinions

Respect

- Respect for our members, guests, environment, neighbors, partners, and key stakeholders by promoting a club that is free from harassment and promotes inclusive policies and programs that support diversity.

3. **The 2025 Board of Directors**

The Whitevale Board of Directors consists of 8 to 10 equity members who are elected by the membership. Contact information for each director can be obtained from the member website. The current directors and their assignments are as follows:

Darryl Brown - Director, Discipline
 David Convery – Director, Co-Chair, Golf
 Mike Harris – Director, Co-Chair, Golf
 Terry Hosford – Director, Membership
 David Jamieson – Director & Vice President
 Nello Mariani - Director, Long Range Planning
 Anthony Stilo – Director & Treasurer
 Deborah Nesbitt – Director & Secretary
 Stephen Spiers – Director & President
 Ian Vaudry – Director, Member Experience

4. **Governance**

The following material is copied from the document “Governance at Whitevale Golf Club,” which is posted on the Whitevale member website.

Governance is the system by which organizations such as Whitevale Golf Club are directed and managed. It determines how the Club’s objectives are set and achieved, identifies the rules and procedures for making organizational decisions, and identifies how organizational performance is measured.

Whitevale governance is similar to what occurs at other privately owned and operated golf clubs. As such, there are a number of papers and reference materials that can be examined to understand best practices in the golf industry. Much of the following comes from these sources.

Equity Members

Each equity member of Whitevale Golf Club owns a transferable membership in and is a voting member of the Club. In accordance with the laws of the Province of Ontario and the Club’s By-law No. 1, equity members elect a Board of Directors which is empowered to govern the affairs of the Club on their behalf.

Board of Directors

From a high-level perspective, the Board of Directors is meant to serve in a strategic role with its main function being to safeguard assets and evaluate and develop long-term strategic plans. The role of management is to operate the Club within the parameters the Board establishes.

Board members are elected to govern the affairs of the Club subject to rules that are identified in By-law No. 1. Except for Officers, individual Board members have no inherent authority, and can only act as a Board of Directors when taking part in a duly constituted Board meeting, with quorum or by a unanimous written resolution. Even though Board members are often active in committee meetings or efforts to assist the general manager and his or her staff, when Board members are not in an official Board meeting, they are serving as volunteers and not as governors.

The Board of Directors enacts policies that define the broad parameters (rules) that the members and staff are expected to follow. These policies are documented on the Whitevale website.

Officers

Whitevale Golf Club has four officers: the President, Vice-President, Secretary, and Treasurer. By-law No. 1 and the Ontario Not for Profit Corporations Act, by which the Club is regulated, identify specific responsibilities for each of these officers. As an example, the President is the Chair of the Board and is responsible for maintaining the integrity of the governance structure and related processes. He or she is the chief representative of the members and the spokesperson for the Board. The President is an ex officio member of all committees and can serve both in a coordinating role among the Board committees and in a leadership role in keeping them focused on their respective scopes of responsibility. By-law No. 1 also defines responsibilities for the other three officers.

General Manager

The General Manager has operational authority to employ and allocate the resources of the Club to serve the members within the approved budgets and the boundaries that are set by the Board in the Club Policies. All Whitevale staff take their direction from the General Manager, in some cases through a department head such as the Greens Superintendent or Head Golf Professional. Except in unusual circumstances and with prior Board approval, no member of the staff or outside contractor may report to a Board member.

Committees

The Whitevale Governance Model includes two types of committees: Standing Committees and Operations Committees.

Standing Committees are described in Article 8 of By-law No. 1 and have specific roles. They are currently the Nominating Committee (recommends slate of directors), the Finance Committee (supervises finances) and the Discipline Committee (investigates member disciplinary incidents). In addition to their defined roles, these committees may make recommendations to the Board for actions it should take.

Operations Committees are established to assist the General Manager and staff by providing representation of the broad membership and offering critical member input. Operations Committees also share in the workload by helping with initiatives, activities, and events.

Operations Committees serve in an advisory capacity and have no inherent authority.

In 2025 the Operations Committees are: the Golf/Greens Committee, the Membership Committee, the Long-Range Planning Committee and the Member Experience Committee. As they are not defined in By-law No. 1, the Board may create new Operations Committees or change the names, roles and composition of Operations Committees at any time.

5. Roles and Relationships of Directors

As a director, you and your fellow Board members are charged with determining the direction of the Club. One of the ways you will do this is to establish new policies or to revise existing ones when required. The General Manager is responsible for seeing that these policies are carried out effectively.

Relationship with Members

In addition to attending Board Meetings, when you become a director, you have a number of other responsibilities. One of the most important of these is to help build member pride and participation at the Club.

One of the less pleasant duties as a director will be to listen to complaints, some of which will be well founded and legitimate, while others may appear to be trivial and less important. Learn both sides of the story before you respond. Do not make promises or imply your agreement as this may be difficult or impossible to keep after review by the appropriate committee and/or the Board. Listen to the whole complaint, request that the member express it in writing, and ensure that the concern gets aired properly and addressed by the appropriate people.

Relationship with the Board

As a director, you represent all members of the Club. Your decision as a Board member should be based on what you honestly believe is best for the membership and for the Club as a whole. It is tempting to lobby on behalf of a group of members who you may represent, but that is contrary to the principles of good governance.

At Board Meetings, remember that your fellow directors are as sincere in their beliefs as you are in yours. If you don't agree with an idea or statement, analyze it impartially, and be respectful. Don't attempt to persuade fellow directors by dominating a discussion.

A director can act only through a majority vote of the Board that was taken at a formally constituted Board Meeting or following a unanimously written resolution. Unless delegated with special authority or responsibility by the Board or By-law No. 1, a director may act only in concert with their fellow directors and NOT as an individual.

Relationship with Club Staff

Directors often have informal relationships with Club staff, both through their activities as members, and through their participation in committees.

Policy 3.15 describes member relationships with staff, and states that neither the Board nor other Whitevale members have the authority to discipline, direct or request special treatment from any member of the staff. All supervisory responsibilities lie with the General Manager, and any requests or complaints must be brought to the General Manager's attention.

6. By-laws and Policies

The by-laws are the primary governing document of the Club. The most recent By-law No. 1 was approved in 2023. A copy is posted on the member website.

By-laws have the highest level of formality and require member approval to change. Policies are used to document how the Club wishes to operate, bridging the gap between by-laws and procedures. Policies are written and approved by the Board of Directors and are also posted on the website.

As a director, you should look to policies as the tool to document important decisions of the Board, and how it wishes the Club to operate. You need not memorize all 50+ policies, but you should be familiar with what they contain and be prepared to draft new policies and recommend changes to existing ones, when required.

Drafting a New Policy

The need for a new policy often emerges from a committee. These steps are typical of what happens:

- Committee recognizes that something formal needs to be put in place. After a review of existing policies, it recommends a new policy be created.
- Committee chair reviews the situation with the President, Secretary and other affected parties to obtain support, and to identify who will write the policy.
- Draft policy is written, reviewed and edited by the sponsoring committee.
- Committee proposes the policy to the Board, providing an opportunity for feedback.
- After suitable discussion, the Board votes to approve the policy.
- The approved policy is posted on the website.
- Operations staff implement the policy.

Similar steps occur when changes to a policy are considered.

7. Committees

Committees are the primary working groups for the Whitevale Board and membership. They provide the opportunity for individuals to meet and discuss topics of common interest and to make recommendations to the Board of Directors and the management. Committees can consist of Board members, members at large, and staff or outside professionals, depending upon their purpose.

Committee Descriptions currently exist in two places: following the Board of Directors listing on the member website, and in the document "Committee Descriptions" in the Reference Materials on the website.

8. Director's Consent

The Ontario Not for Profit Corporations Act requires that at the beginning of his or her term, each Director signs a standard form of consent to act. The consent remains in effect for the entirety of his or her term. The form of consent signed by each Director includes the Director's agreement to be bound by the "Board Standards, Code of Ethics and Confidentiality Agreement" set out below:

Whitevale Golf Club – Directors’ Handbook

Board Standards, Code of Ethics and Confidentiality Agreement

As a Board member at Whitevale Golf Club, I agree to:

- represent the interests of all members of the Club and not favor special interests inside or outside the Club.
- not using the Club or my service on the Board for my own personal advantage or for the advantage of my friends, relatives or supporters.
- keep detailed financial information concerning the Club confidential.
- respect and support majority decisions of the Board.
- approach all Board issues with an open mind, prepared to make the best decisions for everyone involved.
- focus my efforts on the mission of the Club and not on my personal goals or agenda.
- consider myself as a “trustee” of Whitevale Golf Club and do my best to ensure that it is well maintained, financially secure and always operating in the best interests of the membership.
- operate in accordance with the Club by-laws and policies.
- declare any conflicts of interest and refrain from voting on or participating in discussions which might be a conflict; and
- for the duration of my term on the Board and thereafter, not disclose information which I receive either at a Board meeting or as a result of my Board-related activities.