



## Singapore Golf Association

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### SINGAPORE GOLF ASSOCIATION

#### INTRODUCTION

The **Singapore Golf Association ("SGA")** is a non-profit organisation registered in Singapore in 1961.

SGA is the national sport association governing the game of golf in Singapore and our mission is to be a national governing body of golf that monitors golf development, to enhance golfing experience and promote mass participation by providing the fraternity with the support it requires.

SGA envisions to develop and promote sportsmanship and character through golf, to identify and nurture a greater depth of talent, to becoming one of the leading nations in Southeast Asia, in terms of wins and world rankings, and to be committed to promoting and developing the sport across all aspects of the golfing population

SGA is a member of the International Golf Federation, Asia Pacific Golf Confederation and ASEAN Golf Federation. As the governing body of golf, it is also an Affiliate Member of the Singapore Sports Council and the Singapore National Olympic Council.

## **TERMS OF REFERENCE (“TOR”)**

*Version updated as of 1 August 2022*

### **COMMITTEE: NOMINATION**

#### **1) Members:**

- a) Chairman: President
- b) Members: Vice President, Honorary Secretary, Honorary Treasurer

#### **2) Term:**

- a) The length of appointment of the Nomination Committee shall be tied to the Board Term, i.e. 4 years. A member would retire from the EXCO when he/she retires as a key appointment holder of the SGA Executive Board.

#### **3) Duties and Responsibilities:**

- a) Reviewing the structure, size, skills and composition of the Board and Committees, as well as the pipeline of potential Committee members to be promoted to the Board for succession planning purposes on an annual basis.
- b) Identify and nominate, for the approval of The Board and Members, candidates to fill board vacancies as and when they arise.
- c) Ensure that there is succession planning with regard to both Board and senior management appointments.
- d) Evaluate annually or more frequently, if necessary, the performance of the GM and to decide on his/her remunerations and benefits.
- e) Undertake functions, duties or assignments as delegated or authorised by the Board.
- f) Propose board composition taking into consideration the performance of incumbents.
- g) Recommend the responsibilities and capabilities required for a particular Board or Committee appointment.
- h) Identify, nominate for the approval of and the endorsement of the Board, candidates to fill board vacancies as and when they arise.
- i) Satisfy itself with regard to succession planning, that the processes and plans are in place with regard to both Board and Committees.

#### **4) Frequency of meetings**

- a) The Nomination Committee meeting shall meet on an annual basis but not more than twice a year.

#### **5) Quorum**

- a) The quorum necessary for the transaction of business shall be two. A duly convened meeting of Nomination Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by Nomination Committee.

#### **6) Conflicts of Interest**

- a) Member of the Nomination Committee is to declare any potential, perceived, or actual conflicts of interest at least annually.
- b) He/she will be required to update on any new potential, perceived, or actual conflicts of interests as and when they arise.
- c) He/she has to sign a Conflicts of Interest as per Annex A below.

**7) Confidential and Privileged Information**

- a) Member shall not, save in the proper performance of their duties, use, divulge or allow to be used or divulged to anyone, any confidential and privileged information howsoever obtained. This restriction shall remain in effect after ceased to be the member of the Subcommittee.
- b) Confidential and privileged information includes, but is not limited to, discussion on information about or belonging to SGA, particulars, data, documents which are, by their nature or classification, confidential and/or privileged.

**8) Amendment, Modification or Variation**

- a) These Terms of Reference shall be reviewed by the Executive Board annually or as and when necessary.

## APPENDIX A

### CONFLICT OF INTEREST POLICY

#### 1. Purpose

- a. As an organization with the Institution of Public Character (IPC), we have an obligation to act in the best interest of SGA. We need to avoid situations where there may be real, potential or perceived conflicts of interest, which may arise where a board member's interest conflicts with those of the charity.
- b. Such conflicts may create problems that may result in the following:
  - i. Cause damage to the IPC's reputation which may lead to its inability to sustain operations;
  - ii. Influence the members' judgement and compromise objectivity when conducting the IPC's affairs;
  - iii. Restrict free discussion, thus resulting in decisions or actions that are not in the interest of the IPC; and
  - iv. Risk the impression that the IPC in implying that it had acted improperly.
- c. This policy aims to protect both the IPC and its members from any appearance of impropriety.

#### 2. Definitions

- a. "SGA" refers to Singapore Golf Association
- b. "IPC" refers to the Institution of Public Character (SGA) named as the issuer of this document.
- c. "Member" refers to a board member or management member or staff member or volunteer member of the charity.
- d. "Policy" refers to the Conflict of Interest Policy.
- e. "Interest" means any commitment, investment, relationship, obligation, or involvement, financial or otherwise that may influence a person's judgement. This would include:
  - i. Direct interest – ownership in the name of the member/staff;
  - ii. Indirect interest – ownership beneficially held through another investment, estate, trust or other intermediary;
  - iii. Vested interest – personal stake or involvement, which may or may not include an expectation of financial gain; and
  - iv. Deemed interest – a member/staff is deemed to have an interest which his/her spouse/domestic partner holds an interest
  - v. A conflict of interest arises when the personal interests of the member/staff may potentially interfere with the performance of his/her duties in SGA. When actual, potential or perceived conflict of interest arises, the integrity, fairness and accountability of the person may be affected, which could impede the best interest of SGA.

#### 3. Declaration of Interests

- a. Given the stated purpose of this policy, we are asking:
  - i. Board and management members to declare their interests, and any gifts or hospitality received in connection with their role in the IPC; and
  - ii. Staff and volunteer members to declare when the transaction to be effected may result in a conflict of interest.
- b. A declaration of interests' form is provided for this purpose. The types of interest to be declared will include, but not limited to the following:
  - i. Hiring a relative or friend as an employee or vendor,
  - ii. Buying or selling goods or services from/to a family business for which others might compete,

- iii. Having personal relationship where there is an immediate reporting relationship,
- iv. Volunteering and/or having memberships in any other charities/IPC's,  
or
- v. Receiving goods/services as beneficiaries.
- c. Members must disclose that he/she is not a defaulter or are in any arrears at any clubs; not sued or is at any legal proceedings with any clubs; currently not filed for bankruptcy.
- d. Members must disclose any outside activities, financial interest or relationship that may pose a real, potential or perceived conflict of interest. Disclosures are to be made to the President or General Manager, with the required approval obtained before accepting any position as an officer or director of an outside business.
- e. Approval needs to be obtained by the next level of supervision.
- f. To be effective, the declaration of interests needs to be updated in written form at least annually and also when any changes occur.
- g. In situations where members are not sure what to declare, or whether/when your declaration needs to be updated, they are strongly encouraged to err on the side of caution or seek advice from the President or General Manager.
- h. All disclosure of interest made by members and decisions made by the President/General Manager of the IPC on such matters must be recorded, updated and filed with the General Manager (or his designee).

#### **4. Operating Procedures**

- a. If the board needs to make a decision on an issue where the Board member (s) has/have an interest, it is the responsibility of the board member (s) to:
  - i. Identify the potential conflict of interest;
  - ii. Not participate in discussion of the program or motion being considered; and
  - iii. Not vote on the issue.
- b. If the board needs to make a decision on an issue where the board member (s) has/have an interest, it is the responsibility of the board to ensure that:
  - i. All decisions are made by vote, with a simple majority based on the presence of a quorum; and
  - ii. Interested board members must not vote on matters affecting their own interests.
- c. It is the responsibility of the Board to:
  - i. Only decide to hire or contract with any vendor if they are the best qualified individuals available, and willing to provide the goods or services needed at the best price. The board's decision shall not be influenced in any way by the fact that a board member has an interest in the contract.
  - ii. Record in the minutes of the board meeting the potential conflict of interest, and the use of the procedures and criteria of this policy.
- d. It is the sole responsibility of any member of the IPC to report any possible real, potential or perceived conflict of interest. If it is the oversight of the IPC, the member shall promptly inform the IPC that he has been put in such a position of conflict of interest.
- e. No member of the IPC shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the IPC. Each individual shall disclose to the IPC any personal interest which he or she may have in any matter pending before the organisation and shall refrain from participation in any decision on such matter.
- f. Any member of the IPC or of a client organisation or vendor of the IPC shall identify his or her affiliation with such agency or agencies; further, he shall not participate in the decision affecting that agency.

- g. Any member of the IPC or its consultants/business partners shall refrain from obtaining any list of clients for personal or private solicitation purposes at any time during the term of their affiliation.
- h. Any member who is also a user of the IPC's services, or the carer of someone who uses the IPC's services shall not be involved in decisions that directly affect the service received by the person he/she cares for. He/she shall declare his/her interest at the earliest opportunity and withdraw from any subsequent discussion. The same applies if the conflict concerns any other reason (s).
- i. The board will seek to avoid perceptions of any conflicts of interest in its financial dealings.
- j. A member of the IPC may, however, participate in discussions from which he/she may indirectly benefit, for example where the benefits are universal to all users
- k. The board of the IPC shall have the right to suspend any involvement of any member/staff when it has come to their attention that a potential actual or perceived conflict has arose but has not been voluntarily disclosed by the relevant member.

#### **5. Violations**

- a. Any violation will result in discipline, up to and including termination from employment or removal from the board, or expulsion from being a volunteer member of the charity.

Conflict of Interest Disclosure Statement – Singapore Golf Association

Table 1: Table of Interest in Business Firms\*

Type of Business Firm	Name of Business Firm	% of Owner-ship	Name of Owner(s):	Specify the Role in Business Firm
Sole Proprietorship				
<i>Partnership</i>				

\*Declarations need only be made for substantive holdings of 30% or more. Table

2: Table of Directorship & Board Representations

Directorship / Board Representations	Name of Company

Table 3: Others (Please Specify)

Area of Conflict	Description
<p>I am affiliated* to another charity or any staff involved in Singapore Golf Association</p>	
<p>I am affiliated* to any vendor, supplier, or any other party providing or bidding for providing services, having a direct or indirect interest in any business transaction (s), agreement, or investment.</p>	
<p>I am affiliated* to someone who is a party to or has an interest in any pending legal proceedings involving Singapore Golf Association.</p>	
<p>I have business dealings or transactions with a vendor, supplier or any other party which could result in benefit to me.</p>	
<p>Others:</p>	



I hereby confirm that I have read and understood the Singapore Golf Association's Conflict of interest policy.

I hereby confirm that the disclosure made above are complete and correct to the best of my information and belief.

I will notify [the board chair or president] immediately if I come to know that this disclosure is inaccurate or that I have not complied with the conflict of interest policy.

Name:

Designation:

Signature:

Date: