

Committee Charter for U.S. SQUASH Board of Review

Effective as of November 20, 2009, Amended February 17, 2012

I. Establishment and Structure of the Board of Review of U.S. Squash

Set forth below is the excerpt from the current By-laws of the United States Squash Racquets Association (the "By-laws") pertaining to the establishment and function of the Board of Review (the "BoR") as provided in Article IX, Section 10 (3) of the By-laws.

Annexed as addendum A are the general provisions from the By-laws of U.S. Squash pertaining to the establishment and function of all Standing Committees.

Annexed as addendum B are the Disciplinary Procedures of U.S. Squash.

Current U.S. Squash By-law Article IX, Section 10. (3) Board of Review provides:

- a. *Authority.* The Board of Review shall rule upon all matters concerning any and all discipline, suspension or disqualification of individual members of this Association. The Board of Review shall use standards of fair play and the spirit of sportsmanship inherent in the rules of squash as guidelines to resolve matters, questions, appeals, and disputes related to ethics, conflicts of interest, grievances, and violations of rules and regulations involving members of this Association. The Board of Review shall also be responsible for such other activities as specified in its Committee Charter.
- b. *Composition.* The Board of Review shall consist of five (5) members, only one (1) of whom shall be a member of the Board. At least one (1) member shall be an Athlete Representative. All members of the Board of Review shall be independent as defined in its Committee Charter.
- c. *Chairperson.* The Board shall select the Chairperson of the Board of Review. At no time will the Chairperson of the Board of Review be a member of the Board of Directors.
- d. *Election.* Except when filling a casual vacancy, each regular vacancy on the Board of Review shall be filled by the Nominating and Governance Committee except with respect to (i) the one (1) member of the Board of Review who shall also be a member of the Board of Directors, in which case this vacancy shall be filled by the Board of Directors and (ii) the one (1) member who is an Athlete Representative, in which case they shall be selected by the Athletes' Advisory Council.

II. General Committee Charter provisions of the U.S. Squash Board of Review:

Mission

The Board of Review will use the high standard of fair play and spirit of sportsmanship inherent in the game of squash as a guideline to review and resolve matters, questions, appeals and disputes related to ethics, conflict of interest, grievances and violations of rules, policies and regulations involving U.S. Squash that are properly brought before it.

<u>Membership</u>

The Board of Review shall be comprised of a panel of five (5) members including its Chair in accordance with the By-laws of U.S. Squash as set forth in Section 1 of this Committee Charter above.

Members of the BoR should have a deep understanding of the sport of squash and its rules, the operations of U.S. Squash, and familiarity and experience with due process procedures.

All members of the Board of Review shall be independent unless this requirement is expressly waived by the Board of Directors upon the recommendation of the Nominating and Governance Committee with full disclosure of all relevant facts and circumstances in accordance with the provisions set forth in the Committee Charter for the Nominating and Governance Committee.

Authority and Procedure

The Board of Review has the authority to:

- Adjudicate properly submitted matters and appeals by any impacted person with standing of any decision made by any official of the Association. Review any punitive action taken or decision made against any person and recommend action including affirmation, reversal, stay or modification of such decision.
- 2. Administer the Association's decision review process in accordance with the By-laws and any applicable policies and regulations.
- 3. Adjudicate any appeals related to the eligibility and right to compete of any athlete
- 4. Investigate any matters involving a conflict of interest, election impropriety, violation of the Code of Conduct or Ethics, Principles & Conflict of Interest Policy, or any pertinent matter submitted for review and recommend action for review and final approval by the Board of Directors.
- 5. Upon request of the Board of Directors or the CEO, interpret any provision of the rules, policies and regulations of the Association with the exception of the technical rules contained in the Rules of the Game.
- 6. Issue interim orders, prohibitory or mandatory in nature, as may be necessary pending a final decision by the Board of Directors.

Meetings and Reports

- 1. The BoR shall conduct regular meetings in person or via teleconference call system no less than two times per year to discuss Association issues under its purview and also be regularly available "on call" at other times to consider and resolve matters brought before it pursuant to the By-laws and this Charter as called upon to do so.
- 2. The BoR shall proactively stay abreast of organizational best practices and shall make recommendations to the Board on matters under its purview.
- 3. BoR meeting deliberations regarding any matter brought before it shall be kept strictly confidential but all relevant information regarding matters before it shall be shared freely amongst all BoR members. The Chair of the BoR shall be the public spokesperson of the BoR.
- 4. Nothing in paragraph 3 above shall prevent the BoR from conducting public meetings and hearings as appropriate under the given circumstances.
- 5. The Chair of the BoR shall use best efforts to maintain and provide their successors with a "Standing File" that would include notes, documents and any other form of information relevant to all matters brought before it and the ongoing activities of the BoR in order to assure continuity and smooth transitions.
- 6. The BoR shall make regular reports to the Board including providing an up to date log summarizing all matters brought before it at least annually.
- 7. As also provided for in the Committee Charter for the Nominating and Governance Committee, the BoR shall be routinely engaged by the Board, and/or as the case may be, the Nominating and Governance Committee, to review all Board of Director and Standing Committee nomination recommendations and appointments, to consider actual or potential conflicts of interest or any other potentially disqualifying background issues, brought to the attention of the BoR. The basis for these reviews shall be (i) consideration of any disclosures made in the U.S. Squash Business Conflict of Interest Disclosure Form to be administered by the CEO, and to be provided by all Board and Standing Committee members under consideration for and during their service with the Association (to be updated at least annually) and/or (ii) additional information provided to the BoR during the course of their consideration. In each case the BoR shall make recommendations after due consideration.
- 8. The BoR shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

ADDENDUM A TO AII U. S. SQUASH RACQUETS ASSOCIATION STANDING COMMITTEE CHARTERS

General By-law Provisions Pertaining to All Standing Committees

ARTICLE VI

OFFICER, DIRECTOR AND STANDING COMMITTEE MEMBER REQUIREMENTS

Section 1. *Requirements.* Each Officer, Director and Standing Committee Member of this Association shall be a citizen of the United States, eighteen (18) years of age or older, and an Annual Member, Life Member or Honorary Life Member of this Association.

Section 2. *Compensation.* No Director, Officer or Standing Committee Member of this Association shall receive directly or indirectly any salary or other compensation from this Association unless authorized by the Board.

Section 3. *Reimbursements.* No Director, Officer or Standing Committee Member of this Association shall be entitled to receive reimbursement for expenses incurred in the performance of services for this Association unless expressly authorized by the Board.

ARTICLE IX

STANDING COMMITTEES

Section 1. *Standing Committees.* There shall be four (4) Standing Committees: (i) Nominating and Governance; (ii) Finance, Audit and Compensation; (iii) Board of Review; and (iv) Investments. Each Standing Committee shall consist of not less than three (3) and not more than five (5) individuals and shall have a designated Chairperson.

Section 2. *Chairperson Election*. Except as otherwise expressly provided herein below, a regular vacancy with respect to the Chairperson of any Standing Committee shall be filled by the Board at the Annual Meeting of the Board and shall take office effective July 1 immediately following his or her election.

Section 3. Standing Committee Assignments and Requirements. Except as otherwise expressly provided for herein below under the specific rules for a particular Standing Committee, Standing Committee assignments, including the designation of any Standing Committee Chairperson, shall be made by the Board in consultation with the Nominating and Governance Committee. At least one (1) member of each Standing Committee shall be a member of the Board. At no time shall a Standing Committee or any of its subcommittees fail to meet the Athlete Representative requirement of representing 20% of all committee shall committee shall committee shall be standing Committee shall committee shall committee members and selected by the Athletes' Advisory Council. Each Standing Committee shall consistently seek participation by both men and women.

Section 4. *Term and Term Limits.* Except as otherwise expressly provided herein below, Standing Committee members shall serve for two (2) year terms or for such additional time as the Board deems appropriate but not longer than four (4) years unless the Nominating and Governance Committee expressly approves a term extension or renewal beyond four (4) years after due consideration and review.

Section 5. *Removal.* The Board shall have the power to suspend or expel any member of a Standing Committee for any reason or no reason. Two thirds (2/3) of the votes cast shall be necessary to remove a sitting member of a Standing Committee over that person's objection. In a case where the Standing Committee member in question is also a member of the Board, the Board may deliberate in an executive session without the presence of the member before votes are cast and such member's vote shall not be counted.

Section 6. *Interim Vacancies.* Interim casual vacancies on a Standing Committee shall be filled by the Chair of the Board for the unexpired term and if such vacancy requires an Athlete Representative to be replaced, such vacancy shall be filled by the Chair of the Board with an Athlete Representative recommended by the Athletes' Advisory Council.

Section 7. *Quorum.* A majority of the members of a Standing Committee shall constitute a quorum, but fewer than a quorum shall have the power to adjourn from time to time until a quorum is present.

Section 8. *Board Interface and Agendas*. Each Standing Committee shall have the right to submit any matters within its scope for consideration directly to the Board. Standing Committee agendas shall be developed by the committee Chairperson in consultation with the appropriate members of management and with the input of other Directors.

Section 9. *Committee Charters.* All Standing Committees shall adopt written policies and procedures that shall be approved by the Board which shall govern such Standing Committee's operations and policies (each a "Committee Charter"). The current Committee Charter for each Standing Committee shall at all times be published on the principal website for the Association.

ADDENDUM B----Board of Review Disciplinary and Grievance Procedures

A. General Principles

1. <u>Rights Of The Accused</u> - Persons potentially subjected to discipline shall have the rights set forth herein and as set forth in the Articles of Incorporation and Bylaws of U.S. SQUASH and the Constitution and Bylaws of the United States Olympic Committee.

2. <u>Expenses Of Parties</u> - Except as otherwise provided by the Board, all expenses of parties potentially subject to discipline, who bring a grievance proceeding (except on behalf of U.S. SQUASH), including any counsel they may retain, shall be their own responsibility.

3. <u>Appeals</u> - Decisions of a Panel may be appealed to the Board of Directors of U.S. SQUASH.

B. **<u>Definitions</u>** - The following terms shall have the following meanings:

1. "**Athlete**" shall mean those who are currently actively engaged in amateur competition in squash on a local, national or international level.

2. **"Disinterested**" shall mean a person who will not be personally affected by the outcome of a Panel hearing and none of whose relatives, significant other, students, coaches, or teammates will be affected by the outcome of a Panel hearing. If all members who might be affected by a panel hearing agree, the Disinterested requirements with respect to a teammate may be waived.

3. **"CEO**" shall mean the CEO of U.S. SQUASH or his or her designee. Such designee may be any Disinterested U.S. SQUASH member, including, but not limited to an officer of a U.S. SQUASH Division or Section.

4. **"Panel**" shall mean a panel consisting of not less than three (3) Disinterested members of the Board of Review, as defined in the By-laws.

5. **"Panel Report**" shall mean the written report prepared by the Panel consisting of its findings of fact and recommendations(s), or determinations, which may include concurring or dissenting reports.

6. **"Sanctioned Event"** shall mean those competitions, programs and other activities sanctioned by U.S. SQUASH and Protected Competitions by the USOC.

7. **"Team Leader"** shall mean the person designated by U.S. SQUASH as the Team Leader for any team. The Team Leader may be captain, the manager, a coach or any other party accompanying a team to a competition. The Team Leader may be different parties for different periods of time during a competition. If the Team Leader is not Disinterested, the CEO may select a person to act as Team Leader for the purposes described herein.

8. **"USOC"** shall mean the United States Olympic Committee.

C. General Disciplinary Procedures

1. **Scope of Procedures** - These procedures will be used when a U.S. SQUASH member or other person is or may be subject to discipline by U.S. SQUASH or has a grievance with respect to U.S. SQUASH except that:

- a) If the proposed discipline or grievance involves the participation in, selection for, or potential removal from a U.S. SQUASH or USOC team, or being precluded from an opportunity to compete or participate in an official capacity at any Sanctioned Event, the Athlete Grievance Procedures set forth below shall be utilized; and
- b) If a member of U.S. SQUASH is on a team representing U.S. SQUASH or the USOC, such member may be subject to immediate discipline, including, but not limited to being removed from a team, banned from participating at a Sanctioned Event, or sent home from a team trip, the Expedited Discipline/Grievance Procedures set forth below or the procedures adopted by the USOC shall be utilized.

2. Procedures

- a) At the request of an officer or director of U.S.SQUASH, a Panel consisting of existing members of the Board of Review, shall be convened under these Procedures.
- b) The Chair of the Board of U.S. SQUASH shall designate a person to present evidence to the Panel on behalf of U.S. SQUASH.
- c) The CEO shall inform the accused in writing of the charges which have been referred to the Panel, the names of the members of the Panel, the name of the person, if designated, who will present evidence to the Panel, and the possible discipline or sanctions that could be imposed.
- d) If the accused objects to any member of the Panel, the accused shall inform the Chair of the Board of Directors, who shall have the discretion to remove or replace the Panel member.
- e) The Panel shall conduct a Hearing at a time and place determined by the Chair of the Panel. The Chair of the Panel shall inform the

accused of the date, time and place of the Hearing, and the manner in which the Hearing shall take place. The Hearing may be held in person, by teleconference, or as may otherwise be directed by the Chair of the Panel.

- f) The Hearing may be adjourned from time to time as deemed necessary by the Chair of the Panel in order to obtain additional information, obtain testimony from witnesses or receive written submissions from any party. Prior to the Hearing, if available, the accused shall receive copies of any written information provided to the Panel members concerning the Hearing or any charges or allegations.
- g) The Panel is not bound by the rules of evidence. Witnesses, may testify in person, by telephonic instrument, or if there is no objection, by written declarations or affidavits.
- h) The accused shall have the rights:
 - to appear personally and be represented by counsel or other representative of his choosing at the Hearing and at any review by the Board of Directors.
 - (ii) to question all witnesses and present any additional relevant evidence.
 - (iii) to speak on his own behalf, or remain silent.
 - to address the Panel or otherwise make a statement of position personally or through his counsel or representative.
- i) As soon as practicable, but no later than 21 days after the close of the Hearing, the Panel shall prepare the Panel Report and submit it to the Chair of the Board of Directors. The Chair of the Board of Directors shall send a copy of the Panel Report to the accused and each "Disinterested" member of the Board of Directors within seven days after receiving it.
- j) Any sanctions proposed or directed by the Panel shall be effective unless they are disapproved or modified by the Board of Directors within 30 days, provided, however, any proposed sanction which provides for the suspension, denied continuation of membership to, or expelling of the member shall not be effective unless such recommendation is approved by a 2/3 vote of the Board of Directors as provided by the By-laws of U.S. SQUASH. The Board of Directors may stay the imposition of any sanction until the Board can vote to approve, disapprove, or modify the sanction.
- k) Not withstanding the provision (j) above, the Board of Directors may not take any action more detrimental to the accused than the sanction proposed or directed by the Panel.
- Absent extraordinary circumstances, the failure to comply with of time limitations set forth herein shall not be grounds to overturn or prohibit the imposition of sanctions.

D. <u>Athlete Grievance Procedures</u>

1. Scope of Procedures - These procedures are intended to be used when an Athlete:

- (a) Contests being removed from a team;
- (b) Contests an improper denial of a place on a team selected using criteria specified by U.S. SQUASH;
- (c) Contests an improper preclusion by U.S. SQUASH of his/her opportunity to compete at any event.

Notwithstanding the above, once a team has staged (e.g., gathered at any point in or outside the United States for purposes of traveling to or participating in a competition), any discipline or removal shall be based on the procedures set forth in the Expedited Discipline/Grievance Procedures below.

2. **Grounds for Removal**

An Athlete may be passed over in selection, removed from a team after selection, or denied funds for cause; such cause shall include but not be limited to the following:

(a) Doping based on a confirmed positive of a "B" sample in accordance with U.S. Olympic Committee protocol; OR
(b) Violations of, or actions contrary to the published codes of conduct and other rules and regulations promulgated by U.S. SQUASH; OR

(c) Disciplinary reason, for serious misconduct detrimental to squash;

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- (d) Inability or unwillingness to participate fully in all significant team activities; OR
- (e) Injury or other incapacity which will significantly detract from the Athlete's performance; OR
- (f) Failure to maintain a reasonable program of training, conditioning and/or competition; OR
- (g) Ineligibility by reason of U.S. citizenship status.
- **3.** Athlete's Rights

Athletes have the rights set forth herein and as set forth in the Articles of Incorporation and Bylaws of U.S. SQUASH and the Constitution and Bylaws of the USOC.

4. Reimbursement of Athlete's Expenses

Except as specifically noted below, all expenses, including travel, hotel, food, and representation by counsel shall be the responsibility of the Athlete.

The reasonable travel expense (as arranged by the U.S. SQUASH) of an Athlete, to a Panel hearing and any review by the Selection Committee shall be reimbursed if the place of the meeting is more than 50 miles from the Athlete's residence. Travel expense shall not be reimbursed:

- (a) If the Panel hearing or meeting takes place within 50 miles of the site, and within 24 hours following a selection competition; Or
- (b) If the Panel finds that the claim of the athlete is frivolous, groundless or undertaken in bad faith.

5. **Procedures**

(a) At the request of an officer or director of U.S.SQUASH, a Panel consisting of existing members of the Board of Review, shall be convened under these Procedures.

(b) The Chair of the Board of U.S. SQUASH shall designate a person to present evidence to the Panel on behalf of U.S. SQUASH.

(c) The CEO shall inform the accused in writing of the charges which have been referred to the Panel, the names of the members of the Panel, the name of the person, if designated, who will present evidence to the Panel, and the possible discipline or sanctions that could be imposed.

(d) If the accused objects to any member of the Panel, the accused shall inform the Chair of the Board of Directors, who shall have the discretion to remove or replace the Panel member.

(e) The Panel shall conduct a Hearing at a time and place determined by the Chair of the Panel. The Chair of the Panel shall inform the accused of the date, time and place of the Hearing, and the manner in which the Hearing shall take place. The Hearing may be held in person, by teleconference, or as may otherwise be directed by the Chair of the Panel.

(f) The Hearing may be adjourned from time to time as deemed necessary by the Chair of the Panel in order to obtain additional information, obtain testimony from witnesses or receive written submissions from any party. Prior to the Hearing, if available, the accused shall receive copies of any written information provided to the Panel members concerning the Hearing or any charges or allegations.

(g) The Panel is not bound by the rules of evidence. Witnesses, may testify in person, by telephonic instrument, or if there is no objection, by written declarations or affidavits.

(h) The accused shall have the rights:

- to appear personally and be represented by counsel or other representative of his choosing at the Hearing and at any review by the Board of Directors.
- (ii) to question all witnesses and present any additional relevant evidence.
- (iii) to speak on his own behalf, or remain silent.
- (iv) to address the Panel or otherwise make a statement of position personally or through his counsel or representative.
- (i) As soon as practicable, but no later than 21 days after the close of the Hearing, the Panel shall prepare the Panel Report and submit it to the Chair of the Board of Directors. The Chair of the Board of Directors shall send a copy of the Panel Report to the accused and each "Disinterested" member of the Board of Directors within seven days after receiving it.

(j) Any sanctions proposed or directed by the Panel shall be effective unless they are disapproved or modified by the Board of Directors within 30 days, provided, however, any proposed sanction which provides for the suspension, denied continuation of membership to, or expelling of the member shall not be effective unless such recommendation is approved by a 2/3 vote of the Board of Directors as provided by the Bylaws of U.S. SQUASH. The Board of Directors may stay the imposition of any sanction until the Board can vote to approve, disapprove, or modify the sanction.

(k) Not withstanding the provision (j) above, the Board of Directors may not take any action more detrimental to the accused than the sanction proposed or directed by the Panel.

(I) Absent extraordinary circumstances, the failure to comply with any of time limitations set forth herein shall not be grounds to overturn or prohibit the imposition of sanctions.

E. <u>Expedited Discipline/Grievance Procedures</u>

1. **Scope of Procedures**: These procedures are intended to be used once a team has staged (e.g., gathered at any point in or outside the U.S. for purposes of traveling to or participating at a competition), when an Athlete:

- (a) Contests being removed from a team;
- (b) Contests an improper denial of a place on a team selected using criteria specified by U.S. SQUASH;
- (c) Contests an improper preclusion by the U.S. SQUASH of his/her opportunity to compete at any competition;

(d) Is or may be subjected to discipline by U.S. SQUASH, whether the action on which any proposed discipline is based occurred before or after the team has staged.

2. **Reimbursement of Athlete's Expenses**: All expenses, including counsel fees, shall be the responsibility of the Athlete.

3. Procedures:

- (a) The Team Leader shall inform the Athlete of:
 - (i) the issues or allegations which have been referred to the Panel.
 - (ii) the date, time and place of Hearing, and the manner in which the Hearing shall take place. The Hearing may be held in person, by teleconference, or as may otherwise be directed by the Team Leader.

(b) A Panel, consisting of a minimum of three members of the Board of Review, shall conduct a Hearing at the earliest possible time and at a place determined by the Chair of the Panel. The Hearing may be adjourned from time to time as deemed necessary by the Chair of the Panel in order to obtain additional information, obtain testimony from witnesses or receive written submissions from any party. At or prior to the Hearing, if available, the Athlete and any shall have the right to receive copies of any written information provided to the Panel members concerning the Hearing or any charges or allegations.

(c) The Panel is not bound by the rules of evidence. Witnesses may testify in person, by telephonic instrument, or if there is no objection, by written declarations or affidavits.

- (d) The Athlete shall have the rights:
 - (i) to appear personally and be represented by counsel at the Hearing.
 - (ii) to question all witnesses and present any additional relevant evidence.
 - (iii) to speak on his/her own behalf, or remain silent.
 - (iv) to address the Panel or otherwise make a statement of position personally or through his/her counsel or representative.
- (e) As soon as practicable at the close of the Hearing, the Panel shall make a decision, which shall be immediately submitted to the Chair of the Board of Directors and the CEO. The CEO shall inform the Athlete of the Panel's decision.
- (f) As soon as practicable after the close of the Hearing, the Panel shall prepare the Panel Report and submit it to the Chair of the Board of Directors and the CEO. The CEO shall send a copy of the Panel Report to the Athlete and to each "Disinterested" member of the Board of Directors within one week after receiving it.

(g) Absent extraordinary circumstances, the failure to comply with any of the time limitations set forth herein shall not be grounds to overturn the decision in question or, to prohibit the imposition of sanctions.

ADDENDUM B----Business Conflict of Interest Disclosure Procedures

[FOR THE LETTERHEAD of U.S. Squash]

[INSERT CURRENT DATE]

Dear U.S. Squash Board or Standing Committee Nominee or Member:

Attached is our <u>Ethics Principles and Conflict of Interest Policy</u> along with the <u>U.S. Squash</u> <u>Business Conflict of Interest Disclosure Form</u> required of all Board and Standing Committee Members upon the commencement of their service with U.S. Squash along with annual and ongoing updates all as previously approved by the Board of U.S. Squash.

Please note that your disclosure form will be provided to our Board of Review for its consideration in accordance with their Committee Charter. Please also note that there is an ongoing obligation to update your disclosure form throughout the period you are in service to the Association.

We request that you review the policy, fill out page 4 and return a copy to me via email attachment or facsimile transmittal as soon as possible.

Thank you for your attention to this request.

Sincerely,

[CHIEF EXECUTIVE OFFICER]



U.S. SQUASH BOARD AND STANDING COMMITTEE NOMINEE <u>AND MEMBER BUSINESS TRANSACTION</u> <u>CONFLICT OF INTEREST DISCLOSURE STATEMENT</u>

Please Print Name: ____

Note Which Standing Committee (if applicable):_____

Please list all organizations in which you (a) have a financial interest (as defined below) or (2) hold a position as an officer, director, general manager, principal, partner or other position, if such organizations engage in business with U.S. Squash or its employees or if you anticipate that such organizations will do business with U.S. Squash or its employees during your tenure as a member of the Board or a Standing Committee. Please respond N/A if you have no organizations to disclose.

Please describe the nature of each financial interest or business transaction:

I hereby acknowledge receipt of the U. S. Squash Conflict of Interest Policy. I have read and understand the policy. Except as set forth above, I currently do not have any conflict of interest that would affect my fiduciary responsibility to U.S. Squash. I agree to report to the Board Chair any possible conflicts (other than those stated above) that may develop during my tenure as a member of the Board of Directors or Standing Committee as the case may be.

Signature

Date:

U.S. Squash Business Transaction Conflict of Interest Disclosure Definitions

Financial Interest – a person has a financial interest if the person has, directly or indirectly, through business, investment, or family (as defined below):

- 1. A material ownership or material investment interest in any entity with which U.S. Squash has or proposes a transaction or arrangement;
- 2. A business or personal relationship with any entity or individual with which U.S. Squash has or proposes a transaction or arrangement; or
- 3. An ownership or investment interest in, or business or personal relationship with, any entity or individual with which U.S. Squash is negotiating a transaction or arrangement.

For the purposes of this Conflict of Interest Policy, a "material ownership or material investment interest" shall be deemed to exist whenever a person is an owner, holder of more than 5% of the equity securities, joint venture member, senior executive of, agent of, or has any similar relationship with, that business or entity

A financial interest does not necessarily create a conflict of interest.

Family – for purposes of this policy, family means spouse, parents, brothers, sisters, children, grandchildren, spouses of children and grandchildren, aunts, uncles or cousins, and any other blood relative that resides in the same household as the Board or Standing Committee member under consideration.