



Committee Charter for U.S. SQUASH

Finance, Audit and Compensation Committee

Effective November 20, 2009

I. Establishment and Structure of the Finance Audit and Compensation Committee of U.S. Squash

Set forth below are excerpts from the current By-laws of the United States Squash Racquets Association (the "By-laws") specifically pertaining to the establishment and function of the Finance, Audit and Compensation Committee (the "Committee") as provided in Article IX, Section 10 (2).

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

Current U.S. Squash By-laws Article IX, Section 10 (2) provides:

- a. *Authority.* The Finance, Audit and Compensation Committee shall oversee the preparation and review of the annual budget for the Association to be prepared by the CEO and to be submitted for the forthcoming fiscal year to the Board no later than ten (10) days before its Annual Meeting and the Annual Meeting of the Members. The Finance, Audit and Compensation Committee shall oversee the selection and retention of independent auditors and ensure that audits are undertaken annually, and that such audits are objective and in accordance with Generally Accepted Accounting Principles ("GAAP"). The Finance, Audit and Compensation Committee shall oversee all general budgeting and financial planning as well as recommend to the Board appropriate compensation for the CEO based on an objective analysis. This Committee may also submit recommendations to the Board concerning any matter relating to the financial affairs of this Association. The Finance, Audit and Compensation Committee shall also be responsible for such other activities as specified in its Committee Charter.
- b. *Composition.* The Finance, Audit and Compensation Committee shall consist of at least three (3) and at most five (5) members, with at least two (2) members who are also members of the Board and with at least one (1) member who is an Athlete Representative.

- c. *Chairperson.* The Chairperson of the Finance, Audit and Compensation Committee shall be selected by the Board and be a member of the Board. The Chair of the Board shall not be the Chairperson of the Finance, Audit and Compensation Committee.
- d. *Election.* Members of the Finance, Audit and Compensation Committee shall be selected by the Board except for the Athlete Representative, who shall be selected by the Athletes' Advisory Council.

II. Committee Charter provisions of the U.S. Squash Finance, Audit and Compensation Committee:

Mission

1. It is the primary responsibility of this Committee to oversee the finance, budgeting, audit, and compensation practices and policies of the Association.

Membership

2. The Committee shall proactively engage with the Board and the Nominating and Governance Committee on an ongoing basis to seek as Committee members individuals who have meaningful prior management leadership and/or board level experience, as well as educational and/or professional training, in organizational finance, budgeting, audit and/or executive compensation policy best practices in both for-profit and not-for-profit environments.

Authority and Procedure: Audit and Financial Reporting

The Committee shall have responsibility to:

3. Monitor and oversee the Association's internal controls over income, expenditures and financial reporting and the external audits of financial statements.
4. Assess the independent auditor's qualifications and independence.
5. Assess the performance of the Association's internal audit function and independent auditors.
6. Assess the Association's compliance with applicable legal and regulatory requirements with respect to all aspects of its finances and financial reporting.

7. Oversee the process by which independent auditors are selected.
8. Recommend to the Board the appointment and/or replacement of the independent auditor.
9. Recommend to the Board the business terms of engagement and compensation of the auditor.
10. Oversee the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work.
11. Review and discuss with management and the independent auditor the annual audited financial statements, including disclosures made in management's discussion and analysis, and recommend to the Board whether the audited financial statements should be approved.
12. Discuss with management and the independent auditor the Association's interim financial statements prior to presentation to the Board, including the results of any independent auditor's review.
13. Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Association's financial statements, including any significant changes in the Association's selection or application of accounting principles, any major issues as to the adequacy of the Association's internal controls and any special steps adopted in light of material control deficiencies.
14. Review and discuss at least annually reports from the independent auditors on:
 - (a) All critical accounting policies and practices to be used.
 - (b) All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor.
 - (c) Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
15. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures (if any) on the Association's financial statements.
16. Share and review all disclosures made to any member of the Committee by the CEO and other staff members during the audit process about any significant deficiencies in the design or operation of internal control over financial reporting or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Association's internal control over financial reporting.
17. Review and approve all related party transactions.

18. The independent auditor shall submit to the Committee annually a formal written statement delineating all relationships between the independent auditor and the Association ("Statement as to Independence"), addressing each non-audit service provided to the Association and at least the matters set forth in Independence Standards Board No. 1.
19. Review the appointment and replacement of finance function professionals employed by the Association, if any.
20. Review the significant reports to the Board prepared by the staff together with staff responses and follow-up to these reports.
21. Discuss with the independent auditor and management internal finance function responsibilities, budget, qualifications and staffing and any recommended changes in the planned scope of the Association's finance function.
22. Review for completion of annual regulatory requirements and corporate insurance coverage.
23. Obtain reports from applicable staff and the independent auditor that the Association is in conformity with applicable legal requirements and Association's Code of Ethics. Review reports and disclosures affiliated party transactions. Advise the Board with respect to the Association's policies and procedures regarding compliance with applicable laws and regulations and with the Association's Code of Ethics.
24. Obtain reports from the staff relating to issues resulting from procedures for the receipt, retention and treatment of complaints received by the Association regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
25. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports, which raise material issues regarding the Association's financial statements or accounting policies.
26. Discuss with applicable counsel legal matters that may have a material impact on the financial statements or the Association's compliance policies.

Limitation of Committee's Role with Regard to Audit Oversight

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Association's internal control over financial reporting is effective or that its financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of the applicable staff and the independent auditor.

Authority and Procedure: Compensation Policy

The Committee has responsibility for recommending to the Board for its approval the Association's compensation-related policies and programs for executive management and the level of compensation and benefits of the CEO. The

Committee shall also consider the Company's management succession planning and shall review the succession plans for the CEO with the Board no less than annually. The Committee shall periodically review and recommend for Board approval necessary updates to the written Compensation Policy previously approved by the Board of Directors and incorporated herein.

Specifically the Committee shall:

27. In consultation with the Board establish the Association's general compensation philosophy, and oversee the development and implementation of executive and senior management compensation programs.
28. Review and recommend compensation programs applicable to the executive management of the Association.
29. Make recommendations to the Board with respect to the Association's compensation and retirement plans.
30. In consultation with the CEO, oversee regulatory compliance with respect to compensation matters including applicable rules and regulations regarding the Association's Not-for-Profit tax status and staff compensation.
31. Have the option to select and retain independent compensation and benefits consultants and other outside counsel, as needed, to provide independent advice to the Committee with respect to the Association's current and prospective executive compensation and employee benefit programs.
32. Advise and consult with the Board and management on succession planning and other significant human resources matters, as appropriate.
33. Periodically review and recommend necessary updates to the previously Board approved Compensation Policy for the Association.
34. Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Association's compensation programs.

Authority and Procedure: Fraud Risk Assessment

35. The Committee shall oversee the establishment and updating of the Association's Fraud Risk Assessment policies and procedures.

Meetings and Reports

36. The Committee shall meet as often as it determines, but not less frequently than quarterly. The Committee shall meet periodically with management, any internal auditors if applicable and the independent auditor in separate executive sessions. The Committee may request any officer or employee of the Association or the Association's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

37. The Committee shall make regular reports to the Board.
38. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
39. Committee meeting deliberations shall be kept strictly confidential but all relevant information obtained as a result of the Committee's work shall be shared freely amongst all of the Committee members. The Finance Chair shall be the public spokesperson for the Committee.
40. The Committee Chair shall maintain and provide their successor with a "Standing File" that will include all information the Chair deems relevant to a smooth transition

ADDENDUM A TO ALL 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 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.