



## **Committee Charter for US SQUASH**

### **Nominating and Governance Committee**

Effective July 1, 2009, Amended May 20, 2011, September 18, 2015

#### **I. Establishment and Structure of the Nominating and Governance Committee of U.S. Squash**

Set forth below are selected excerpts from the current U.S. Squash By-laws pertaining to the establishment and function of the Nominating and Governance Committee (the "Committee") and are hereby incorporated in this Committee Charter.

Current U.S. Squash By-laws Article IX, Section 10 (1) Nominating and Governance Committee provides:

- a. *Authority.* The Nominating and Governance Committee shall be responsible for identifying, evaluating, and recommending for nomination by the Committee, all non-Athlete Representative candidates for membership on the Board and all non-Board member members of the Committee. The Nominating and Governance Committee shall consult with the Board with regard to appointing members of the Standing Committees. The Nominating and Governance Committee shall also rule upon all matters concerning any and all discipline, suspension or disqualification of individual members of this Association. It 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 Nominating and Governance Committee shall also be responsible for such other activities as specified in its Committee Charter.
- b. *Composition.* The Nominating and Governance Committee shall consist of five (5) members, at least four (4) of whom shall be Directors and at least one (1) of whom shall qualify as an Athlete Representative.
- c. *Chairperson.* The Chairperson of the Nominating and Governance Committee shall be selected by the Board and must be a member of the Board. At no time shall the Chairman of the Board be the Chairperson of the Nominating and Governance Committee.
- d. *Election.* Except when filling a casual interim vacancy, each regular vacancy on the Nominating and Governance Committee shall be filled as follows: (i)

four (4) members who are Directors; (ii) one (1) Athlete Representative member shall be selected by the Athletes' Advisory Council.

## **II. General Committee Charter provisions of the US Squash Nominating and Governance Committee:**

### Primary Mission and Other Duties

1. It is the primary mission of the Nominating and Governance Committee ("Committee" or "NGC") to identify, evaluate and recruit the prospective candidates to be independent Directors of the Association for the regular term vacancies (as provided in the By-laws) on the Board.
2. The NGC shall also:
  - a. be responsible for selecting the non-Board and non-Athlete selected members of the independent Board of Review (as well as the non-Board, non-Athlete selected members of the NGC);
  - b. periodically undertake a performance assessment review of the operations of the Board based upon the duties and responsibilities of the Board as expressly provided for in the Bylaws and other Board adopted governance policies;
  - c. consult and review with the Board Chair with regard to appointing members of the Standing Committees; and,
  - d. review and make recommendations with regard to any changes or amendments to the Bylaws as well as other Board adopted policies whenever such changes may be proposed by the Board or Board Chair.
  - e. 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 US Squash that are properly brought before it.

### Membership

3. Members of the Nominating and Governance Committee should be individuals who understand the business of US Squash and its needs, as well as concepts of Board governance, along with being good judges of character and are capable of selecting an outstanding group of Board members.
4. Members of the Committee should have a deep understanding of the sport of squash and its rules, the operations of US Squash, and familiarity and experience with due process procedures.
5. Except for the designated Board member representative, members of the Committee will be precluded from serving as Board members for a period of two (2) years after their service on the Nominating and Governance Committee ends.

### Authority and Procedure

6. The Committee is free to consider whatever sources it determines are

- appropriate for selecting candidates for nomination to the independent director positions.
7. Members of the Board are encouraged to provide the Committee with the names of prospective candidates and an ongoing dialogue with the Committee in this regard is expected.
  8. The Committee will proactively consult with members of the Board as well as local, regional and national volunteers, and the CEO, at least annually with the specific purpose of maintaining up-to-date summaries of meaningful and successful volunteer service to the sport by volunteers at the local, regional and national levels for consideration in selecting future nominees for the Board.
  9. The Committee shall have a long term perspective with regard to identifying candidates and accordingly shall work with the Board to develop a process to identify and notify prospective candidates sufficiently in advance of their anticipated nomination and service so that such prospects can be made aware that they are under consideration and plan their future volunteer commitments and time allocations accordingly. A minimum two to three year time horizon for prospects will be targeted.
  10. US Squash shall seek Board members with a high level of experience and capability in board oversight responsibilities, including specifically in the areas of finance, marketing, fundraising, audit, management, not-for-profit, communications, and sport.
  11. The Nominating and Governance Committee should select a diverse Board with members who possess the highest personal values, judgment and integrity, an in-depth understanding of athletic competition and diverse experience in key business, financial, and other challenges and opportunities that face US Squash.
  12. In considering the nomination of prospective members of the Board, the Nominating and Governance Committee must consider specifically (i) a candidate's potential contribution to the effective functioning of US Squash based on their professional experience as well as their service to the game of squash; (ii) any potential or impending change in the candidate's principal area of responsibility with his or her company or in his or her employment; (iii) the candidate's retirement from his or her principal area of responsibility with his or her company or in his or her employment; (iv) whether the candidate will bring relevant experience to the Board; (v) whether the candidate has the ability to attend meetings and fully participate in the activities of the Board; (vi) the candidate's reputation for personal integrity and commitment to ethical conduct; and (vi) whether the candidate has developed any relationships with another organization, or other circumstances have arisen, that might make it inappropriate for the Director to continue serving on the Board.
  13. The Committee should be sensitive to the desirability and objective of achieving diversity at all levels of US Squash.
  14. The Committee shall consider and seek to recommend Board membership candidates from a broad range of geographic areas. The objective of broad geographic representation is considered to be important but not determinative in the nomination selection process.
  15. The Committee shall seek to recommend Board nominees and appoint applicable NGC members who are independent. An individual shall be

considered independent when they have no material business relationship with US Squash either directly or through an organization that has a material business relationship with U.S. Squash. A relationship is "material" if it would interfere with the member's independent judgment. The Nominating and Governance Committee shall determine the independence of nominees and standing committee members after considering all relevant information concerning that member. Candidates will not be considered independent if, within the preceding one year:

- a. they were employed by or held any leadership governance position (whether a paid or volunteer position) with U. S. Squash, the World Squash Federation, or any other organized squash group or entity;
- b. an immediate family member of the member was employed by or held any governance position (whether a paid or volunteer position) with U. S. Squash, the World Squash Federation, or any other organized squash group or entity;
- c. they were affiliated with or employed by U.S. Squash's outside auditor or outside counsel;
- d. an immediate family member was affiliated with or employed by U.S. Squash's outside auditor or outside counsel as a partner, principal or manager;
- e. they are an executive officer, controlling shareholder, or partner of a corporation or partnership or other entity that does business with U.S. Squash.

In the event the Nominating and Governance Committee determines that an otherwise desirable candidate is not independent, they may ask the Board of Directors to formally waive this requirement upon full disclosure of all relevant facts and circumstances.

16. The Committee shall recommend the procedure for the annual assessment of the Board's performance and maintain such procedures in accordance with the most up to date best practices. The Committee shall lead the Board in its annual review of Board performance including the development of procedures to survey the Board members that may include a self-evaluation on the role, participation and contribution of key directors.
17. No Director shall be subject to removal or not being re-nominated based on how they vote as a director, unless such voting is determined to be part of a violation of the Code of Ethics by the Committee.

In addition, 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 Committee will also:

18. 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.
19. Administer the Association's decision review process in accordance with the By-laws and any applicable policies and regulations.
20. Adjudicate any appeals related to the eligibility and right to compete of any athlete
21. 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.
22. 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.
23. Issue interim orders, prohibitory or mandatory in nature, as may be necessary pending a final decision by the Board of Directors.

### Meetings and Reports

24. The Committee 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.
25. The Committee shall proactively stay abreast of organizational best practices and shall make recommendations to the Board on matters under its purview.
26. The Committee shall report on a confidential basis directly to the Board regarding (i) nominations for upcoming vacancies on the Board and (ii) all other relevant matters within its purview.
27. Committee reports shall be in the form of written confidential memoranda sent to the Board Chair to be forwarded to the Board. In addition upon the request of either the Board Chair, or the Chair of the NGC, the Chair of the NGC (or his or her designee from the NGC) shall report directly to the Board (in person or via conference telephone) during Board meetings with regard to any agenda items relevant to the work of the NGC.
28. The NGC shall use best efforts to report to the Board its recommendations regarding regular term Board vacancy nominees at least sixty (60) days prior to the scheduled date of the Annual Meeting of Members for that year.
29. The timing of all other reports shall be coordinated between the Board Chair and the Chair of the NGC in consideration of the timing of upcoming Board meetings at which such matters will be addressed.
30. Committee meeting deliberations regarding assessment of candidates shall be kept strictly confidential but all relevant information regarding candidates obtained as a result of the Committee's work shall be shared freely amongst all of the Committee members.
31. The Committee Chair shall use best efforts to provide their successors with a "Standing File" that would include names and brief summary notes reviewing

- prospects that the Committee viewed favorably or unfavorably during their vetting processes, noting in particular those desirable candidates who should receive further future consideration, as well as notes, documents and any other form of information relevant to all matters brought before it and the ongoing activities of the Committee in order to assure continuity and smooth transitions.
32. Committee 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 Committee members. The Chair of the Committee shall be the public spokesperson of the Committee.
  33. Nothing in the paragraph above shall prevent the Committee from conducting public meetings and hearings as appropriate under the given circumstances.
  34. As also provided for in the Committee Charter for the Nominating and Governance Committee, the Committee shall be routinely engaged by the Board, 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 Committee. The basis for these reviews shall be (i) consideration of any disclosures made in the US 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 Committee during the course of their consideration. In each case the Committee shall make recommendations after due consideration.
  35. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

#### Additional Governance and Other Oversight Responsibilities

36. The NGC shall periodically at its discretion undertake a performance assessment review of the operations of the Board based upon the duties and responsibilities of the Board as expressly set forth in the By-laws and all Board adopted governance policies. The results of any such assessment shall be confidential and provided directly to the Board Chair for subsequent distribution to all Board members.
37. In the event the Board or Chairman of the Board recommends changes or amendments to the By-laws or any other Board approved governance policies, the NGC shall be given the opportunity and have responsibility to review and make recommendations to the Board with regard to such proposed changes. As part of this review the NGC may consider (i) any relevant member feedback it may have received, (ii) current United States Olympic Committee National Sports Governing Body governance standards and/or (iii) relevant Not-for-Profit organizational recommended best practices.

## ADDENDUM A----NGC Disciplinary and Grievance Procedures

### A. General Principles

1. Rights Of The Accused - Persons potentially subjected to discipline shall have the rights set forth herein and as set forth in the Articles of Incorporation and Bylaws of US SQUASH and the Constitution and By-laws of the United States Olympic Committee.

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

3. Appeals - Decisions of a Panel may be appealed to the Board of Directors of US SQUASH.

### B. Definitions - 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 US SQUASH member, including, but not limited to an officer of a US SQUASH Division or Section.

4. **"Panel"** shall mean a panel consisting of not less than three (3) Disinterested members of the NGC, 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 US SQUASH and Protected Competitions by the USOC.

7. **"Team Leader"** shall mean the person designated by US 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 US SQUASH member or other person is or may be subject to discipline by US SQUASH or has a grievance with respect to US SQUASH except that:

- a) If the proposed discipline or grievance involves the participation in, selection for, or potential removal from a US 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 US SQUASH is on a team representing US 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 US SQUASH, a Panel consisting of existing members of the NGC, shall be convened under these Procedures.
- b) The Chairman of the Board of US SQUASH shall designate a person to present evidence to the Panel on behalf of US 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 Chairman 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:
    - (i) 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 Chairman 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 US 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) Notwithstanding 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.
  - l) 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. Athlete Grievance Procedures**

##### **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 US SQUASH;
- (c) Contests an improper preclusion by US 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 US SQUASH; OR
- (c) Disciplinary reason, for serious misconduct detrimental to squash; OR
- (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 By-laws of US 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 US 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 US SQUASH, a Panel consisting of existing members of the NGC, shall be convened under these Procedures.

(b) The Chairman of the Board of US SQUASH shall designate a person to present evidence to the Panel on behalf of US 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 Chairman 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:

(i) 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 Chairman of the Board of Directors. The Chairman 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 US 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) Notwithstanding 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.

(l) 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. Expedited Discipline/Grievance Procedures**

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 US SQUASH;
- (c) Contests an improper preclusion by the US SQUASH of his/her opportunity to compete at any competition;
- (d) Is or may be subjected to discipline by US 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 US Squash]

[INSERT CURRENT DATE]

Dear US Squash Board or Standing Committee Nominee or Member:

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

Please note that your disclosure form will be provided to our Nominating and Governance Committee 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 XYZ 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 AND  
MEMBER BUSINESS TRANSACTION  
CONFLICT OF INTEREST DISCLOSURE STATEMENT**

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:

## **US 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 US Squash has or proposes a transaction or arrangement;
2. A business or personal relationship with any entity or individual with which US 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 US 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.