

**Committee Charter for US SQUASH  
Nominating and Governance Committee**

**Effective July 1, 2009, Amended May 20, 2011, September 18, 2015, June 21, 2019**

**Primary Mission and Other Duties**

1. It is the primary mission of the Nominating and Governance Committee (the “NGC”) to identify, evaluate and recruit the prospective candidates to be independent Directors of US Squash.
2. The NGC shall also:
  - a. periodically undertake a performance assessment review of the operations of the Board;
  - b. consult and review with the Board with regard to appointing members of the Standing Committees and the leadership positions of the Standing Committees;
  - c. review and make recommendations with regard to any changes or amendments to the By-laws or other Board adopted policies, and
  - d. certify the results of all US Squash elections conducted on electronic or internet-enabled platforms.

**Membership**

3. Members of the Nominating and Governance Committee should be individuals who understand the business of US Squash and concepts of good nonprofit Board governance. They should be good judges of character and capable of selecting an outstanding group of Board members.

**Authority and Procedure**

4. The NGC is free to consider whatever sources it determines are appropriate for selecting candidates for nomination to the independent Director positions.
5. 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.
6. The NGC 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.
7. The NGC 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.
8. 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, legal, technology, business management, nonprofits, communications, and sport.
  9. 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.
  10. 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 US Squash based on their professional experience as well as their service to the game; (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 (vii) whether the candidate has developed any relationships with another organization, or other circumstances have arisen, that might make it inappropriate for the prospect to serve on the Board.
  11. The NGC should be sensitive to the desirability and objective of achieving diversity at all levels of US Squash.
  12. The NGC 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. The NGC 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 US 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.
  13. The NGC 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 NGC 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.
  14. 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.

### Meetings and Reports

15. The NGC shall conduct regular meetings in person or via teleconference no less than two times per year 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.
16. The NGC shall proactively stay abreast of organizational best practices and shall make recommendations to the Board on matters under its purview.
17. The NGC 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.
18. Committee reports shall be in the form of written confidential memoranda sent to the Chairman of the Board to be forwarded to the Board. In addition, upon the request of the Chairman of the Board, the Chairperson of the NGC (or his or her designee from the NGC) shall report directly to the Board (in person or via teleconference) during Board meetings with regard to any agenda items relevant to the work of the NGC.
19. 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.
20. The timing of all other reports shall be coordinated between the Chairman of the Board and the Chairperson of the NGC in consideration of the timing of upcoming Board meetings at which such matters will be addressed.
21. 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.
22. The NGC Chairperson shall use best efforts to provide their successors with a “Standing File” that would include names and brief summary notes reviewing prospects that the NGC viewed favorably or unfavorably during their vetting processes, noting in particular those desirable candidates who should receive 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.
23. Nothing in the paragraph above shall prevent the NGC from conducting public meetings and hearings as appropriate under the given circumstances.
24. As also provided for in the Charter for the NGC, it 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.
25. The NGC 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

26. In the event the Board of Directors 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 nonprofit organizational recommended best practices.

**ADDENDUM A – 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]

**ADDENDUM B – US 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 US Squash or its employees or if you anticipate that such organizations will do business with US 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 US 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 US Squash. I agree to report to the Chairman of the Board 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.