



USA Gymnastics' Nominating and Governance Committee is actively inviting expressions of interest from individuals desiring to serve on Standing Committees of the Board of Directors.

The Nominating and Governance Committee has the responsibility to invite expressions of interest from individuals desiring to serve on USA Gymnastics Standing Committees. Appointments to Standing Committees are recommended by the Chair of the USA Gymnastics Board, vetted by the Nominating and Governance Committee, and are subject to approval by the Board of Directors. Nominations for appointment will be presented to USA Gymnastics Board at its December meeting and those individuals who are appointed will serve four-year terms, commencing in calendar year 2018.

A list of the USA Gymnastics Standing Committees, the primary duties of each Committee, and the positions that need to be filled is presented below.

Persons may express interest to the Nominating and Governance Committee at rjamison@usagym.org by November 18, 2017 and must include:

- Name
- Email and Phone number
- Desired committee and committee position
- Resume or CV

****Per the USA Gymnastics Bylaws, persons who fill independent positions on Committees must meet the following standards of independence for a period of two (2) years prior to the date upon which the person's appointment becomes effective:**

- Not receive any material compensation from USA Gymnastics, directly or indirectly, excluding any cost or expense reimbursement;
- Not be an owner, executive officer, controlling shareholder, controlling member or partner of a corporation, partnership or other business entity that conducted business with USA Gymnastics;
- Not be an owner, executive officer, controlling shareholder, controlling member or partner of a corporation, partnership or other business entity that was a sport family entity with USA Gymnastics;
- Not be an owner, executive officer, controlling shareholder, controlling member or partner of a corporation, partnership or other business entity that was a club member, financial partner with or a sponsor of USA Gymnastics;
- Not be affiliated with or employed by USA Gymnastics' outside auditor or outside counsel; nor have any immediate family member was so affiliated or employed by such outside auditor or outside counsel as an owner, officer, partner, principal or manager;
- Not be affiliated with any particular USA Gymnastics discipline as a Program Committee Chair or chair of any standing subsidiary committee; was an



employee of USA Gymnastics; or have an immediate family member who was any of the foregoing or a member of any senior national team of any discipline of USA Gymnastics.

Questions regarding open positions, qualification criteria, and the process for submitting your name for consideration may be addressed to Renee Jamison, USA Gymnastics Director of Administration and Olympic Relations, and liaison to the Nominating and Governance Committee, at rjamison@usagym.org.

The **Finance, Compensation and Audit Committee** shall:

- Review and evaluate the financial status of the Corporation;
- Review and evaluate the annual budget;
- Recommend accounting practices and procedures, including, but not limited to, systems of internal control and risk mitigation;
- Review and provide oversight of the Corporation's financial activities and records;
- Periodically, but at least annually, meet separately in executive session with management, the Corporation's financial staff, including the Chief Financial Officer, and the Corporation's outside auditor;
- Prior to the release and filing of the Corporation's financial reports, review and discuss the same with the outside auditor;
- Review the performance of the Corporation's outside auditor and periodically recommend to the Board the rotation and selection of the outside auditor;
- Conduct a post-audit review of the financial statements and audit findings provided by the outside auditor and by any regulatory agency;
- Advise the Board on matters pertaining to the compensation and benefits for the President and senior staff to ensure that compensation and benefits are fair, effective, transparent and accountable;
- Conduct studies to examine the competitiveness of the compensation and benefits for the President and senior staff to comparable organizations;
- Perform other functions as requested by the Board or the President; and
- Conduct or authorize the conduct of any investigation or inquiry into any matter within the committee's scope of responsibilities, with access to all books, records, facilities and personnel of the Corporation. The committee shall be empowered to retain independent counsel, accountants or consultants to assist in the conduct of any such investigation or inquiry.

Finance, Audit and Compensation Committee openings:

- ✓ Independent** or Non-Board member
- ✓ At Large member (2 positions available)



The **Nominating and Governance Committee** shall:

- Evaluate and draft proposed amendments to these Bylaws, the Certificate of Formation and parliamentary rules;
- Evaluate submitted proposed amendments to these Bylaws, and the Certificate of Formation and parliamentary rules;
- Assist all other committees with the correct application of these Bylaws, the Certificate of Formation and parliamentary rules;
- Annually review the Certificate of Formation and these Bylaws;
- Identify those positions, whether Director, Officer or committee, which have or will have become vacant in any year;
- Invite expressions of interest from individuals desiring to serve in those capacities;
- Annually review the makeup of the Board and its committees, and make recommendations to encourage better racial, gender and ethnic diversity;
- Submit to the Board nominations for positions which must be filled; and
- Ensure that each Program Committee, the Advisory Council and the Athletes' Council has in place a process consistent with the requirements of these Bylaws for nominating and electing representatives to the Board.

Nominating & Governance Committee openings:

- ✓ Independent** or Non-Board member
- ✓ At Large member

The **Ethics and Grievance Committee** shall:

- Report to the Board on ethical issues;
- Review and investigate matters of alleged ethical impropriety and make recommendations concerning such matters to the Board;
- Review and provide guidance on ethical questions presented to the Board, individual Directors, Officers, committee and task force members and staff;
- Analyze and approve or reject actual or proposed situations, transactions or financial arrangements involving individual Directors, Officers, committee and task force members and staff in accordance with conflict of interest policies which have been established by the Board and other generally accepted governance principles for non-profit corporations;
- Monitor compliance related to member requirements, including qualifications for service as referred to in Section 2.4 of these Bylaws, and report such compliance or non-compliance to the Board;
- Fulfill the obligations established for the Ethics and Grievance Committee in Article 10 of these Bylaws; and
- Perform such other duties as assigned by the Board, the Chair or the President.



Ethics & Grievance Committee openings:

- ✓ Chair
- ✓ Independent** or non-Board member (2 positions available)

The **Safe Sport Committee** shall:

- Review, recommend changes to, and assist in the interpretation of, and compliance with, the Corporation's rules, policies, and guidelines designed to promote positive and safe environment, including USA Gymnastics' Safe Sport Policy
- Review and assist with the development and implementation of the safe sport strategic plan.
- Monitor and report regularly to the Board on safe sport issues and safe sport-related complaints, investigations and resolutions.
- Monitor compliance by the Corporation with the policies, procedures and requirements of the U.S. Center for SafeSport, as well as other safe sport initiatives of the USOC and the Olympic movement.
- Perform such duties as assigned by the Board, the Chair or the President.

Safe Sport Committee openings:

- ✓ Owner/Managing Director of a Member Club
- ✓ Board member
- ✓ Former Athlete (must have been a former senior national team member)
- ✓ Subject matter expert