

ETHICS AND GRIEVANCE COMMITTEE CHARTER

The USA Gymnastics Ethics and Grievance Committee (the "Committee"), a standing committee reporting to the Board of Directors of USA Gymnastics (the "Board" or "Board of Directors"), is established by the USA Gymnastics Bylaws.

1.0 COMPOSITION. The Ethics and Grievance Committee shall consist of five (5) members. The Committee members shall be appointed as follows:

- 1.1** Two (2) athletes will be selected according to Section 6.2 of the USA Gymnastics' Bylaws;
- 1.2** Two (2) individuals selected by the Board who are professional members of USA Gymnastics; and,
- 1.3** One (1) individual selected by the Board who satisfies the standards of independence for "unaffiliated directors," as set forth in the USA Gymnastics' Bylaws.

A current Board member may not serve as a member of the Committee.

2.0 MEETINGS AND MINUTES. The Committee shall meet quarterly and as needed. Committee members are expected to attend in person, or participate by telephone or videoconference in, all regularly scheduled Committee meetings. Committee members must attend in person, or participate by telephone or videoconference in, at least one half (1/2) of all regularly scheduled Committee meetings. The Committee shall maintain minutes of all meetings and submit copies of all minutes to USA Gymnastics' legal department for recordkeeping.

3.0 ACTION WITHOUT MEETING. The Committee may take action without a meeting if written notice as described in this section (the "Notice") is given to each Committee member, and each member by the time stated in the Notice either votes in writing for or against such action, abstains in writing from voting, fails to respond or vote, or fails to demand in writing that action not be taken without a meeting. The Notice shall state the action to be taken, the time by which a Committee member must respond, and that failure to respond by the time stated in the Notice will be treated as an abstention. If, at the end of the time stated in the Notice, a majority of the Committee members have voted for the proposed action, then the action is approved and constitutes action of the Committee. All communications under this section may be transmitted or received by the Committee by email or other form of electronic communication. Action taken pursuant to this Section has the same effect as action taken at a meeting of the Committee.

4.0 TERMS OF SERVICE. All Committee members will serve a four-year term. Committee members' terms will be staggered so that no more than two Committee members' terms end in any calendar year. No Committee member will serve more than two consecutive terms.

5.0 DUTIES. The duties of the Committee include but are not limited to the following:

- 5.1** Oversight of the implementation and enforcement of, and compliance with, USA Gymnastics' Code of Ethical Conduct, Opportunity to Participate Grievance Procedures, Speak Up Policy and Conflicts of Interest Policy.
- 5.2** Advise the Board as requested on specific ethical matters and grievances that are not Safe Sport matters or grievances.
- 5.3** With the support of the USA Gymnastics Legal and Compliance teams, review on an

- annual basis, the Conflicts of Interest Policy.
- 5.4 Serve as the final arbiter and provide guidance to the USA Gymnastic Legal and Compliance teams on ethical questions presented to it by the Board, officers, committee members, volunteers, staff and USA Gymnastics' members.
 - 5.5 With the support of the USA Gymnastics Legal and Compliance teams, provide no fewer than two (2) reports to the Board annually regarding conflict of interest and other compliance issues.
 - 5.6 Provide oversight of the USA Gymnastics legal and compliance team's evaluation and resolution of requests for approval under USA Gymnastics' Gift and Entertainment Policy.
 - 5.7 Review the summaries prepared by USA Gymnastics Legal and Compliance teams of annual and quarterly Conflicts of Interest disclosure forms and determine if a conflict of interest exists as to any particular transaction, relationship, or matter involving USA Gymnastics.
 - 5.8 Perform such other duties as assigned by the Board.
 - 5.9 Report to the Board as may be requested by the Board or the Chair from time to time.
- 6.0 **DISCLOSURE OF CHARTER.** This charter shall be made available on the USA Gymnastics website.
- 7.0 **EFFECTIVENESS AND AMENDMENT.** This charter must be approved by the Board. Any amendment or other modifications of this charter shall be made a majority vote of the voting members of the Committee, subject to approval by the Board.
- 8.0 **COMPENSATION.** No salary or other compensation shall be paid for serving as a member of the Committee.
- 9.0 **REMOVAL AND VACANCIES.** A member's position on the Committee becomes vacant upon the member's resignation, removal, incapacity, disability or death, or upon the expiration of the member's term. Any member may resign at any time by giving written notice to the Chair of the Board of Directors with a copy to the Committee Chair, except the Chair's resignation shall be given to the Chair of the Board of Directors with a copy to the USA Gymnastics Chief Legal Officer. The resignation takes effect at the time specified in the written notice. The acceptance of the resignation by the Board of Directors is not necessary to make it effective. Committee members will be removed by the Committee if they fail to attend in person, or participate by telephone or videoconference in, at least one half (1/2) of the regular meetings of the Committee during any twelve (12) month period, unless they are able to demonstrate to the other members of the Committee that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent member shall be removed by the affirmative vote of a majority of the voting power of the Committee (not including the voting power of the absent member). A member may also be removed for cause at any duly noticed meeting of the Committee, and after being provided an opportunity for the member to be heard by the Committee, upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Committee (excluding the voting power of the member in question). Any vacancy occurring in the Committee shall be filled in the manner specified in this charter or USA Gymnastics's bylaws for filling the position. A Committee member appointed to fill a vacancy shall serve for the unexpired term of such member's predecessor in office.

10.0 CONFLICT OF INTEREST/GIFTS & ENTERTAINMENT/CONFIDENTIAL INFORMATION. All members of the Committee will adhere to the USA Gymnastics' Conflicts of Interest Policy, the Gifts and Entertainment Policy and the Confidential Information Policy, and will receive Safe Sport training each term.