

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

The USA Gymnastics Nominating and Governance Committee (the “Committee”), a standing committee reporting to the Board of Directors of USA Gymnastics (the “Board” or “Board of Directors”), is established by USA Gymnastics’ Bylaws. The Committee develops the processes and procedures for elections, solicits and vets nominations, and provides feedback to the Board as requested in matters involving changes to USA Gymnastics’ policies or other governance documents.

- 1.0 COMPOSITION.** The Committee shall consist of no more than five (5) members. The members of the Committee shall be selected as follows: one (1) individual who satisfies the criteria for an unaffiliated director and who is selected by the Board; two (2) athlete representatives selected according to Section 6.2 of these Bylaws; and two (2) individuals selected by the Board who are professional members of USAG. The Committee shall elect, by majority vote, a Chair and a Vice Chair from among its members.
- 2.0 MEETINGS AND MINUTES.** The Committee will meet at least twice per calendar year, either in-person or through videoconferencing (e.g., Zoom). The Committee may meet more frequently as may be necessary or desirable. If a Committee member is unable to attend a meeting of the Committee, that Committee member must notify the Chair of the Committee as soon as possible. The Chair will be responsible for calling and scheduling Committee meetings. A majority of the Committee members may also call and schedule Committee meetings. A quorum of the Committee exists at a meeting whenever a majority of the eligible members are present. Once a quorum is established, a majority vote of the present Committee members constitutes action of the Committee. 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 TERM LIMITS.** Each Committee member will serve a four-year term and may not serve more than two consecutive terms. If a Committee member’s seat becomes vacant during their term because of resignation, removal, incapacity, disability or death, then the Board

may appoint a qualified individual to serve the remainder of that voting member's term. However, if the vacancy occurs in an athlete representative position, the replacement will be appointed by the Athlete's Council.

5.0 DUTIES.

5.1 Committee Duties. The Committee will:

- 5.1.1** Identify and evaluate prospective candidates for the Board;
- 5.1.2** Recommend unaffiliated directors for Board approval;
- 5.1.3** Recommend as requested by the Board individuals to serve on various committees;
- 5.1.4** Work with the Ethics and Grievance Committee to vet all nominations for potential conflicts of interest or other issues;
- 5.1.5** Develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committee;
- 5.1.6** Provide feedback when requested by the Board regarding changes to policies and other governing documents;
- 5.1.7** Perform such other duties as assigned by the Board; and
- 5.1.8** Report to the Board of Directors as may be requested by the Board or the Chair from time to time.

5.2 Duties of the Chair. The Chair shall:

- 5.2.1** Preside over all meetings of the Committee, whenever held;
- 5.2.2** Organize meetings and prepare and distribute the agenda; and
- 5.2.3** Delegate responsibilities among Committee members.

5.3 Duties of the Vice Chair. The Vice Chair will:

- 5.3.1** Assist the Chair in their role and responsibilities;
- 5.3.2** Perform the duties of the Chair when the Chair is absent or incapacitated;
- 5.3.3** Present the Committee report at the meetings of the Board of Directors; and
- 5.3.4** Perform such other duties the Committee may from time to time prescribe.

6.0 DISCLOSURE OF CHARTER. This charter shall be made available on the USA Gymnastics website.

7.0 EFFECTIVENESS AND AMENDMENT. To become effective, this Charter must be approved by the Board. Any amendment or other modification of this Charter shall be made by 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 CONFLICT OF INTEREST. All members of the Committee will adhere to the USA Gymnastics' Conflicts of Interest Policy.

10.0 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 Committee, except the Chair's resignation shall be given to the Vice Chair of the Committee, or in the absence of a Vice Chair, another member of the Committee. The resignation takes effect at the time specified in the written notice. The acceptance of the resignation by the Committee 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' bylaws for filling the position. A Committee member selected to fill a vacancy shall be selected for the unexpired term of such member's predecessor in office.