

USA DIVING NOMINATING AND ELECTIONS COMMITTEE CHARTER

The USA Diving Nominating and Elections Committee (the “Committee”), a standing committee reporting to the Board of Directors of USA Diving (the “Board” or “Board of Directors”), is established by USA Diving’s Bylaws. The Committee develops the processes and procedures for elections, solicits and vets nominations, and conducts the elections in partnership with the staff of USA Diving.

1.0 Composition. The Committee consists of no more than five (5) members.

1.1 The Nominating and Elections Committee shall be selected as follows:

- 1.1.1** one (1) individual selected by the previous Nominating and Elections Committee from that Committee, who shall be the Chair;
- 1.1.2** one (1) individual who is unaffiliated, as that term is defined in the Bylaws, and who is selected by the previous Nominating and Elections Committee;
- 1.1.3** one (1) athlete elected according to Section 8.2 of the Bylaws; and
- 1.1.4** two (2) individuals who shall be selected by the Board from the members of the Corporation.

2.0 Term; Term Limits; Vacancy; Eligibility

2.1. Terms. Committee members will have staggered terms. The first Committee after implementation of this charter (the “Initial Committee”) will have the following terms: three (3) members, the chair, athlete rep, and one of the two individuals selected by the Board shall serve a four-year term; the other two (2) members, the unaffiliated and the other selected person by the Board shall serve a two-year term. Following the Initial Committee, all Committee members will serve a four-year term and may serve until successors are appointed and qualified.

2.2. Term Limits. Committee members may not serve more than two (2) consecutive terms. For purposes of this rule, service of at least two years constitutes one term.

2.3. Vacancy. If a member of the Committee does not complete his or her term because of resignation, removal, disability, incapacity, or death, then the Nominating and Elections Committee shall make a recommendation to the Board of Directors to appoint a committee member to fill the position until the next election.

2.4. Eligibility. A current Board director may not be a member of the Nominating and Elections Committee. No individual who serves on the Nominating and Elections Committee may serve or be eligible to serve on the Board of Directors. Members of the Nominating and Elections Committee are precluded from serving as a Board director or in any other Corporation capacity, whether governance or on staff, for a period of one (1) year after their service on the Nominating and Elections Committee ends.

3.0 Duties. The Nominating and Elections Committee will:

3.1 Process and Procedures. The Committee, in consultation with the staff, will recommend to the Board the process and procedures for the upcoming election three (3) months prior to the election. Upon approval by the Board, the Committee will facilitate implementation of the process and procedures. The procedures will include, but are not limited to, the process for holding election and the determination and certification of those eligible to vote.

3.2 Solicit nominations. The Committee will:

3.2.1 Identify and evaluate prospective candidates for the Board. In considering a candidate for nomination to the Board, the Nominating and Elections Committee takes into consideration all relevant factors, including without limitation:

- a. the candidate's contribution to the effective functioning of the Corporation;
- b. any potential or impending change in the candidate's principal area of responsibility with his or her company or in his or her employment;
- c. whether the candidate brings relevant experience to the Board;
- d. whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;
- e. the candidate's reputation for personal integrity and commitment to ethical conduct;
- f. whether the candidate has passed a mandatory background check and SafeSport training if required; and
- g. whether the candidate has developed any relationships with another organization, or other circumstances have arisen that might make it inappropriate for the candidate to serve on the Board.

3.2.2 Recommend unaffiliated directors for Board approval;

3.2.3 Recommend, as requested by the Board, individuals to serve on various committees;

3.2.4 Work with the Ethics Committee to vet all nominations for potential conflicts of interest or other issues.

3.3. Conduct election. The Committee will work with USA Diving staff to conduct the election as per the process and procedures approved by the Board per Section 3.1 above and in accordance with the current USA Diving Bylaws.

3.4. Board of Directors Self-Evaluation. The Committee will develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees.

3.5. Report to Board of Directors. The Committee will report regularly to the Board with feedback or recommendations from the Committee on matters of policy related to USA Diving. The Committee will produce minutes at the conclusion of each meeting, which will include an attendance record, a copy of the agenda, and a full report of Committee discussions with documented recommendations and decisions. These reports will be completed no more than three weeks following the meeting and forwarded to the Committee membership and the Board of Directors. All Committee reports, to the extent not confidential, will be posted on the USA Diving website and in the Board Portal so all Board members have access to the reports.

3.6 Other duties. Perform such other duties as assigned by the Board of Directors.

4.0 Committee Meetings. The Committee will meet at least twice annually and as often as its Chair or a majority of its members deems necessary or appropriate, either in person, telephonically or electronically, and at such times, places and manner as its Chair may determine.

5.0 Duties of the Chair. The Chair shall:

- 5.1 Preside over all meetings of the Committee;
- 5.2 Determine all questions of order at any meeting of the Committee;
- 5.3 Communicate regularly with the USA Diving national office; and
- 5.4 Act as the Committee's liaison to regularly communicate with the Board.