

USA DIVING

ETHICS COMMITTEE CHARTER

The USA Diving Ethics Committee (the “Committee”) is a standing committee established by USA Diving’s Bylaws (the “Bylaws”). The Committee is charged with the duties set forth in the Bylaws.

1.0 Composition. The Ethics Committee will consist of at least seven (7) individuals, 20 percent of whom must be USA Diving Athletes. To be eligible to serve as an Athlete on the Committee, the athlete representative must be an Eligible Athlete (as defined in the Bylaws). The members of the Committee, other than Athlete members, shall (i) be appointed by the Board of Directors (the “Board”); (ii) satisfy the standards of independence for unaffiliated directors as set forth in the Bylaws; and (iii) be persons with appropriate backgrounds in legal, medical or corporate ethics, legal or medical compliance, theology, athletic administration or experience, and law enforcement, among others. No director of the Board is eligible to serve on the Ethics Committee. The Board of Directors will appoint one of the members of the Ethics Committee as the Chair of the Committee. The Ethics Committee will elect, by a majority vote, one of its members as Vice Chair. Reviewing Panels under Section 4 of this Charter will be composed of members of the Committee.

2.0 Staggered Terms.

2.1 All Committee members will have staggered terms of four (4) years. To achieve staggered terms, the initial Committee will have the following terms: one (1) of the Athlete members and two (2) of the other members of the committee will have two-year terms; one (1) of the Athlete members and three (3) of the other Committee members will have four-year terms. To the extent that the initial Committee consists of more than seven (7) members, such additional members will be appointed by the Board for terms not to exceed four (4) years, determined by the Board in its reasonable discretion to achieve the goal of staggered terms. After the initial Committee, members of the Committee will be appointed for four year terms, unless the Board determines in its reasonable discretion that a shorter term is necessary or desirable to achieve staggered terms. No Ethics Committee member shall serve for more than two (2) consecutive terms. For purposes of this rule, service of at least two (2) years constitutes one (1) term.

2.2 Vacancy. If a member of the Ethics Committee does not complete his or her term because of resignation, removal, disability, incapacity, or death, then the Board of Directors shall appoint an appropriate candidate to complete that term.

2.3 Ethics Chair. The term of office of the Committee chair shall be four (4) years. The newly-appointed chair shall take office immediately. The chair shall hold office until the chair’s successor is appointed, or until the chair’s earlier resignation, removal, incapacity, disability or death.

2.4 Ethics Vice Chair. The Ethics Committee shall elect from among its members, by majority vote, a vice chair. The term of office of the vice chair shall be four (4) years. The newly elected vice chair shall take office immediately. The vice chair shall hold office until the vice chair's successor is elected and qualified, or until the vice chair's earlier resignation, removal, incapacity, disability or death.

3.0 Duties.

3.1 Duties of the Ethics Committee.

3.1.1 Hold at least one meeting each calendar year, subject to applicable laws. The chair may call more frequent meetings, either in-person or telephonically/virtually, as necessary or desirable. A majority of the Ethics Committee members present at a meeting shall constitute a quorum. Once a quorum is established, a majority vote of the present Ethics Committee members shall constitute action of the Ethics Committee. The Ethics Committee may take action without a meeting (e.g., a vote by email or other remote means) by affirmative vote of the number of members who would be required to vote in favor of the action if the action were taken at a meeting attended by all members of the Ethics Committee.

3.1.2 The Ethics Committee shall carry out its duties as stated in the Bylaws.

3.2 Duties of the Chair.

3.2.1 Preside over all meetings of the Ethics Committee, whenever and however held.

3.2.2 Act as a liaison between the Board of Directors and the Ethics Committee.

3.3 Duties of the Vice Chair.

3.3.1 Record the minutes of the meetings of the Ethics Committee. Minutes of Ethics Committee meetings are not to be distributed outside of the Committee's membership and are to be considered confidential.

3.3.2 Conduct official correspondence for the Ethics Committee.

3.3.3 Preside, in the absence of the chair, over meetings of the Ethics Committee.

4.0 Panel Composition

4.1 Assignment of Panels. The Chair of the Ethics Committee, or the Vice Chair in the Chair's absence, shall assign members of the Ethics Committee to Panels of three (3) or more persons to review issues brought to the attention of the Ethics Committee. The number of panelists assigned is at the discretion of the Chair. Each panel must have at least 20 percent athlete representation.

4.2 Recommendations of the Ethics Committee regarding any matter may be transmitted to the Board of Directors by email, text, phone call or hard copy, as the situation warrants.