

## **CHARTER OF THE NATIONAL BOARD OF REVIEW OF USA DIVING, INC.**

**Revision Date: 12.19.2021**

The USA Diving National Board of Review (the “BOR”), 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 BOR shall generally administer and oversee all administrative grievances, disciplinary matters, and rule and policy violations.

### **(a) Composition and Terms**

(1) The BOR shall be comprised of nine (9) members, each of whom will be appointed in accordance with USA Diving’s bylaws:

(i) a Chair, who must satisfy the standards of independence for “unaffiliated directors” under USA Diving’s bylaws but who is not on the Board of Directors;

(ii) a Vice Chair, who must satisfy the standards of independence for “unaffiliated directors” under USA Diving’s bylaws but who is not on the Board of Directors;

(iii) three (3) athlete representatives who satisfy the standards for athlete representatives on designated committees, as that term is defined in the USOPC’s bylaws;

(iv) two (2) Coach or Competitive Coach Members of USA Diving who are current, full-time professional coaches; and

(v) two (2) additional persons who satisfy the standards of independence for “unaffiliated directors” under USA Diving’s bylaws but who are not on the Board of Directors.

(2) Any vacancy on the BOR will be filled by appointment of the Board of Directors, per Section 8.9 of USA Diving’s bylaws, except that the athlete representatives will be appointed by the USA Diving Athlete Advisory Council per Section 8.3 of USA Diving’s bylaws.

(3) BOR members’ terms shall be staggered. BOR members shall serve a term of four (4) years, unless the Board or the BOR determines that a shorter term is necessary to achieve staggered terms. Members may not serve more than two consecutive terms. For purposes of this rule, service on the BOR of at least two (2) years constitutes one term. The Board of Directors may remove a member of the BOR by action of the Board.

(4) Duties of the Chair: The Chair of the BOR will (a) call meetings of the BOR; (b) preside over all meetings of the BOR; and (c) decide all questions of order at BOR meetings. In the event that the Chair is not present at a meeting of the BOR, then the members of the BOR who are present may choose from among themselves another member of the BOR to preside over the meeting. A majority of the members of the BOR may also call a meeting of the CCE.

(5) Meetings; Quorum: A majority of the voting BOR members present at a meeting shall constitute a quorum. Once a quorum is established, a majority vote of the present BOR members shall constitute action of the BOR.

**(b) Jurisdiction**

The BOR has jurisdiction as set forth in the Board of Review Policy and USA Diving's bylaws.

**(c) Duties**

(1) Administration. The BOR shall generally administer and oversee the disciplinary process of USA Diving. The BOR shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner.

(2) The BOR shall publish the policies and procedures under which it shall fulfill its duties, after such policies and procedures are reviewed and approved by the BOD. Following approval, the BOR may make amendments to the policies and procedures, which shall also be reviewed and approved by the BOD; provided however, that should an emergency situation arise requiring immediate amendment or modification to its policies or procedures, the BOR Chair shall obtain approval from the BOD Chair (or the Chair's designee), which shall be in force pending final approval by the BOD.

(3) Draft the Corporation's grievance / complaint procedures for Board approval.

(4) Identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels.

(5) Appoint a panel of independent individuals to hear and render a decision on grievances and disciplinary matters.

(6) Perform such other duties as assigned by the Board; and

(7) Report to the Board of Directors as may be requested by the Board or the Chair from time to time.

**(d) Other Provisions**

(1) Attendance at Meetings. 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.

(2) 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, all other members 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 Diving's bylaws for filling the position. A Committee member elected to fill a vacancy shall be elected for the unexpired term of such member's predecessor in office.

(3) Compensation. No salary or other compensation shall be paid to a Committee member for serving as a member of the Committee. However, a Committee member may receive a salary or other compensation for serving USA Diving in another role, such as a judge or coach. All Committee members must comply with USA Diving's conflict of interest policy. The Ethics Committee will decide whether a particular form of compensation complies with this policy, subject to oversight by the Board of Directors.