



BOARD OF DIRECTORS CANDIDATE INFORMATION

For the purpose of answering questions regarding responsibilities and roles expected of the U.S. Bobsled & Skeleton Federation Board of Directors for interested candidates applying for open positions.

Visit us online at <http://www.teamusa.org/bobsled>

Frequently Asked Questions

Q: Does the U.S. Bobsled and Skeleton Federation have Directors and Officers (D&O) Insurance?

A: Yes, the U.S. Bobsled and Skeleton Federation has D&O insurance that will cover your responsibilities as a director or officer.

Q: What is the estimated time commitment?

A: Directors will be expected to participate in at least three (3) meetings a year and occasional conference calls between meetings, and to give attention to the business of the sport as necessary. Although difficult to quantify the time commitment, it is expected that Directors will have active involvement in the U.S. Bobsled and Skeleton Federation governance, oversight and policy.

Q: Will I potentially serve on other the U.S. Bobsled and Skeleton Federation Committees?

A: Potentially. The U.S. Bobsled and Skeleton Federation has five (5) standing committees. Committee assignments are made by the Board, and some Directors will serve on committees. In addition, the Board or CEO may appoint advisory task forces or other committees deemed appropriate, which may require Directors to serve in that capacity as well.

Q: What is the deadline to submit my nomination to be a Director?

A: Your nomination materials must be emailed to the chairperson of the nominating committee no later than May 15, 2011.

Q: What is the timeline?

A: The proposed timeline is to have nominations received by the nomination committee by May 15, 2011. The U.S. Bobsled and Skeleton Federation Board of Directors plan to approve new directors at the June, 2011 meeting. PLEASE NOTE: The Nominating & Governance Committee fully intends to follow this timeline, however not at the expense of compromising the selection/election process as the Nominating & Governance Committee is committed to a nomination and election process that provides a highly qualified Board of Directors.

Q: Do I need to be a member of the U.S. Bobsled and Skeleton Federation?

A: Technically no. The U.S. Bobsled and Skeleton Federation bylaws do not require a Director to be a U.S. Bobsled and Skeleton Federation member. However, it is expected that following your selection/election you will join the USBSF.



**NOMINATION MATERIALS FOR THE U.S. BOBSLED AND SKELETON
FEDERATION BOARD OF DIRECTORS OPEN POSITIONS**

(Completed materials should be submitted electronically to bj@gb85.com by no later than October 15, 2012 for all candidates.)

Nominee's Printed Name:

Director position for which you are seeking nomination (please check only one box below):

- At-Large Director**
- Independent Director**

Title: _____

Organization: _____

Telephone: _____

Email Address: _____

Short Statement of Interest:

Please submit a resume or CV detailing the education or experience in your background that qualifies you for this position.



NOMINEE CERTIFICATION

If nominated and elected to serve in the above-referenced position, I hereby certify that:

1. I am willing and able to serve, and I have the time available to serve in this position;
2. I will agree to be bound by the U.S. Bobsled and Skeleton Federation's Bylaws in my service in this position;
3. The statements and other representations made by me in my nomination materials are true, accurate, and correct, and that I will update my information with the Nominating and Governance Committee as any changes occur;
4. Nothing in my past history or current representations would present any conflict with my duties as a member of the Board or present a potential embarrassment to the U.S. Bobsled and Skeleton Federation;
5. I understand that I am subject to, and I agree to be subject to, a reasonable background investigation that may include a review of any criminal or public records, and I agree to provide any additional documentation or information or execute any additional documents to permit the U.S. Bobsled and Skeleton Federation to complete any background investigation into me concerning my service on the Board;
6. I understand that by accepting nomination and signing this certification, I hereby consent to the release of any documents or other information to the U.S. Bobsled and Skeleton Federation concerning my background; and
7. I agree to exercise due care in fulfilling my duties as a member of the U.S. Bobsled and Skeleton Federation Board of Directors if selected and to otherwise follow the standards of conduct set forth in the U.S. Bobsled and Skeleton Federation's Bylaws for such service.

Signature

Printed Name

Date

U.S. Bobsled and Skeleton Federation (USBSF) Board of Directors Information

The information below is drawn from the USBSF's Bylaws regarding the Board of Directors. In addition, it is recommended interested candidates review the rest of the USBSF Bylaws to familiarize yourself with other relevant issues. The Bylaws can be found on the USBSF website.

BOARD OF DIRECTORS

Section 6.1. General Powers. Except as otherwise provided in these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of USBSF shall be governed by, its Board.

Section 6.2. Function of the Board.

The Board shall represent (a) the membership interests of the bobsled and skeleton community for USBSF in the United States and (b) bobsled and skeleton athletes by providing USBSF with policy, guidance and strategic direction. The Board shall oversee the management of USBSF and its affairs, but it does not manage USBSF. The Board shall select a well-qualified and ethical Chief Executive Officer ("CEO") and diligently oversee the CEO in the operation of USBSF. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the CEO to manage a staff-driven organization with effective Board oversight. The paramount duty of the Board shall be to select a well-qualified and ethical CEO and to diligently oversee the CEO in the operation of USBSF. In addition, the Board performs the following specific functions, among others:

- a. implements procedures to orient new Board directors, to educate all directors on the business and governance affairs of USBSF, and to evaluate Board performance;
- b. selects, compensates, and evaluates the CEO and plans for management succession;
- c. reviews and approves USBSF's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- d. sets policy and provides guidance and strategic direction to management on significant issues facing USBSF;
- e. reviews and approves significant corporate actions;
- f. oversees the financial reporting process, communications with stakeholders, and USBSF's legal and regulatory compliance program;
- g. oversees effective corporate governance;

- h. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- i. reviews and approves financial statements, annual reports, audit and control policies, and, upon the recommendation of the Audit Committee, selects independent auditors;
- j. monitors to determine whether USBSF's assets are being properly protected;
- k. monitors USBSF's compliance with laws and regulations and the performance of its broader responsibilities; and
- l. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis.

Section 6.3. Diversity of Discussion.

The Board shall be sensitive to the desirability of diversity at all levels of USBSF, including among the membership of the Board and among its athletes. USBSF's Board shall develop and implement a policy of diversity at all levels, supported by meaningful efforts to accomplish diversity. USBSF's Board shall develop norms that favor open discussion and favor the presentation of different views.

Section 6.4. Qualifications.

Each director of the Board must be a citizen of the United States and eighteen (18) years of age or older. However, a director need not be a resident of the state of New York.

A director shall (a) have the highest personal and professional integrity, (b) have demonstrated exceptional ability and judgment, and (c) be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USBSF. Directors shall possess the highest personal values, judgment and integrity, understanding of athletic competition and the Olympic ideals, and have diverse experience in the key business, financial, and other challenges that face USBSF. Directors shall have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport. At least one (1) of the independent directors, who shall also serve on the Audit Committee, shall have financial expertise.

No employee of USBSF may be a member of the Board.

Upon election to the Board, USBSF directors shall resign from any other leadership position they may have with USBSF. Prior to serving as a USBSF director, if not already a member, an individual must become a member of

USBSF.

Directors shall inform the Nominating and Governance Committee of any changes in their employment responsibilities or other constraints on their time in order for the Nominating and Governance Committee to determine whether it is appropriate to nominate the Board director for continuing Board service.

Section 6.5. Number.

The Board shall consist of nine (9) total directors: two (2) Athlete, one (1) Technical, one (1) Club Organization, one (1) National Organization, two (2) At-large, and two (2) Independent directors. If there is no National Organization member, then the National Organization seat shall remain vacant and there shall only be eight (8) total directors.

Section 6.6. Election/Selection. USBSF's Board shall be elected/selected as follows:

a. The initial Board shall be elected/selected by the Nominating and Governance Committee through the same procedures outlined in Section 6.6(b)(i)-(vi) of these Bylaws. For the purposes of clarification, the initial Nominating and Governance Committee shall be USBSF's Management and Governance Committee.

b. Subsequent USBSF Boards shall be elected/selected as follows; except that because of the staggered terms of the directors, only (4) or (5) director seats shall be available to be filled at any one time:

i. Athlete Directors. Two (2) Athlete directors on the Board shall be elected by athletes. Pursuant to Section 10.7 of these Bylaws, the USBSF Athletes' Advisory Council shall elect from among its seven (7) members, by majority vote, a USBSF Athletes' Advisory Council member, who shall be an athlete director to the Board. The other Athlete director shall be USBSF's representative to the USOC Athletes' Advisory Council, elected pursuant to Section 11.3. of these Bylaws. If for some reason USBSF's representative to the USOC Athletes' Advisory Council is unable or unwilling to serve, then USBSF's alternate representative to the USOC Athletes' Advisory Council, also elected pursuant to Section 11.3 of these Bylaws, shall serve as an athlete director to the Board.

ii. Technical Director. The Nominating and Governance Committee shall solicit an unlimited number of nominations of individuals from the Technical membership group who meet the definition of Technical members; have obtained at least ten (10) signatures of support from current USBSF member coaches and officials, technical delegates, and track operators; and wish to serve on the Board as a Technical director. From the nominated Technical members, the Nominating and Governance Committee shall then consider and select at least three (3) individuals who shall then stand for election as a Technical director on the Board. All current USBSF Technical

members, shall then each have the right to one (1) vote, which they may use to vote for one (1) of the nominated coaches, officials, technical delegates, and track operators to serve as their Technical director on the Board. The individual with the highest vote total shall be elected as the Technical director to the Board.

iii. Club Organization Director. The Nominating and Governance Committee shall solicit an unlimited number of nominations of individuals from the Club Organization membership group who meet the definition of Club Organization members and wish to serve on the Board as a Club Organization director. From those nominated, the Nominating and Governance Committee shall then consider and select at least two (2) individuals who shall then stand for election as a Club Organization director on the Board. All current Club Organization members, shall then each have the right to one (1) vote, which they may use to vote for one (1) of the nominated Club Organizational members to serve as their Club Organization director on the Board. The individual with the highest vote total shall be elected as the Club Organization director to the Board.

iv. National Organization Director. If there is no National Organization member, then the National Organization board director seat shall be vacant. If there is one (1) National Organization member, then that organization shall select a qualified individual to serve as the National Organization director. If there is more than one (1) National Organization member, then the National Organizations as a group shall select a qualified individual to serve as the National Organization director who shall represent the cumulative voting strength of the National Organization membership group.

v. At-large Directors. Using whatever process the Nominating and Governance Committee determines to be appropriate, the Nominating and Governance Committee shall select two (2) At-large directors.

vi. Independent Directors. Using whatever process the Nominating and Governance Committee determines to be appropriate, the Nominating and Governance Committee shall select two (2) Board directors from among individuals considered to be independent, as that term is defined in Section 6.7 of these Bylaws.

Section 6.7. Independence.

The Nominating and Governance Committee shall affirmatively make a determination as to the independence of each Independent director. Under the definition of "independence" as provided in these Bylaws, an "independent director" shall be determined to have no material relationship with USBSF, either directly or through an organization that has a material relationship with USBSF. A relationship is "material," if in the judgment of the Nominating and Governance Committee, it would interfere with the director's independent judgment.

A director shall not be considered independent if, within the preceding two (2) years:

- a. the director was employed by or held any governance position (whether a paid or volunteer position) with USBSF, the FIBT, any international regional sport entity of bobsled and skeleton, or any sport family entity of bobsled or skeleton;
- b. an immediate family member of the director was employed by or held any governance position (whether a paid or volunteer position) with USBSF, the FIBT, any international regional sport entity of bobsled and skeleton, or any sport family entity of bobsled or skeleton;
- c. the director was affiliated with or employed by USBSF's outside auditor or outside counsel;
- d. an immediate family member of the director was affiliated with or employed by USBSF's outside auditor or outside counsel as a partner, principal or manager;
- e. the director was a member of USBSF's Athletes' Advisory Council or any constituent group with representation on the Board;
- f. the director receives any compensation from USBSF, directly or indirectly;
- g. the director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USBSF; or
- h. the director was a member of USBSF and was involved in an active role or identified with any constituent group, or the director has had a business interest or was employed in a position significantly involved in the sports of bobsled or skeleton.

Where the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether a director is independent, shall be made by the Nominating and Governance Committee.

Section 6.8. Voting Process.

Unless selected by the Nominating and Governance Committee, the CEO shall send written or electronic ballots to the appropriate members, so that they may vote for their particular director.

Section 6.9. Tenure.

Except as provided in Section 6.10 of these Bylaws, the term of office for a

director of the Board shall be four (4) years. A director shall hold office until the director's successor is elected and qualified, or until the director's earlier resignation, removal, incapacity, disability or death.

Section 6.10. Staggered Board.

Directors of the Board shall serve staggered terms. To accomplish this, director seats shall be divided into two classes. The first class shall consist of one (1) Athlete director, one (1) National Organization director, one (1) At-large director, and one (1) Independent director. The second class shall consist of one (1) Athlete director, one (1) Technical director, one (1) Club Organization director, one (1) At-large director, and one (1) Independent director. For the first Board seated under these Bylaws, the terms of office of the directors of the first class shall expire on December 31, 2008. The term of office of the directors of the second class shall expire on December 31, 2010. Thereafter, the terms of office for both the first class and the second class shall be four years. The Nominating and Governance Committee shall designate prior to election/selection of the first Board seated under these Bylaws, whether an individual seeking to be a director is in the first class or the second class, except that the athlete director in the first class shall be USBSF's representative to the USOC Athletes' Advisory Council.

Section 6.11. Term Limits.

No director of the Board shall serve more than two (2) consecutive terms. For the initial Board, regardless of whether the director's term of office expires on December 31, 2008, or December 31, 2010, their time of service shall constitute a full four (4) year term. Thus, all of the directors on the initial Board are eligible to serve only one (1) additional four (4) year term following their initial term.

When a director is elected/selected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a director, and the remaining term is two or more years, such term shall constitute a full term. Thus, if the vacancy being filled is for two (2) or more years, following completion of the filled vacancy term, the director may serve only one (1) additional four (4) year term. If the vacancy being filled is for less than two (2) years, the term shall not be a full term and, following completion of the filled vacancy term, the director shall be able to serve two (2) additional four (4) year terms.

Section 6.12. Director Attendance.

Directors of the Board shall be expected to attend in person all regularly scheduled Board meetings, though for exigent circumstances a director may participate in a meeting by telephone. Directors shall be required to attend no less than one half (1/2) of all regularly scheduled Board meetings in person during any twelve- (12) month period. Should a Board director attend less than one half (1/2) of all regularly scheduled Board meetings in person, Section 6.14 of these Bylaws outlines what steps may be taken against the director.

Section 6.13. Director Access to Management and Outside Advisors. Upon the decision of the Board, USBSF's senior management team shall attend Board

meetings. All Board director contact with members of USBSF's management team, other than the Chief Executive Officer ("CEO"), outside of Board meetings shall be directed to the CEO, though this requirement is not intended to curtail the ability of the auditor or legal counsel to advise the Board (as opposed to individual Board directors) directly of appropriate matters.

Section 6.14. Resignation, Removal and Vacancies.

A director's position on the Board shall be declared vacant upon the director's resignation, removal, incapacity, disability or death. Any director may resign at any time by giving written notice to the Chair of the Board, except the Chair of the Board's resignation shall be given to the CEO. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

If a director fails to attend in person more than one half (1/2) of the regular meetings of the Board during any twelve (12)-month period, unless such director is able to demonstrate to the other directors of the Board that the presence of exigent circumstances caused and excused their absences, such director of the Board shall be removed by the Board. In such circumstances, the absent director may be removed by the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent director).

At any duly noticed meeting of the Board, a director may also be removed for cause after being provided an opportunity to be heard by the Board and upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). Directors may also be removed without cause at any duly noticed meeting of the Board, upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question).

Unless such voting is part of a violation of the USBSF's Code of Ethics, no director shall be subject to removal or to not being renominated based on how they vote as a director.

Any vacancy occurring in the Board shall be filled as set forth for the election of that director in Section 6.6 of these Bylaws. Also, a director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

Section 6.15. Regular and Special Meetings.

At least two (2) times per year, the Board shall meet and hold regularly scheduled meetings, one of which shall be held in conjunction with a USBSF Annual Assembly, as outline in Section 9 of these Bylaws.

Special meetings of the Board may be called by the Chairman of the Board, and must also be called when requested in writing by one-third (1/3) or more of the

members of the Board.

Section 6.16. Notice of Regular and Special Meetings.

Notice of each regular meeting or special meeting of the Board shall be given to each director of the Board by the Corporate Secretary and shall state the date, time and place of the meeting for which the meeting is called. Notice may be given either in writing or orally. Written notice may be delivered either personally, by mail, by private carrier, by facsimile or by electronic transmission. Such notice shall be delivered to the director's business or residential address (or to such other address provided by the director for such purpose) to the director's facsimile telephone number or to the director's email address. Written notice shall be delivered no fewer than five (5) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile or electronic transmission such notice shall be deemed to be given when the transmission is complete. Oral notice may be delivered either personally or telephonically. Such notice shall be delivered to the director (or to such other individual provided by the director for such purpose). Oral notice shall be delivered no fewer than two (2) days before the date of the meeting. Oral notice is effective when communicated. The method of notice need not be the same as to each director.

The personal attendance of directors at meetings of the Board is encouraged; however, if a meeting of the Board is called on less than ten (10) days notice, any member of the Board may participate in the meeting of the Board by conference telephone or similar communications equipment, as long as the conference telephone or communication equipment allows all persons participating in the meeting to hear each other at the same time.

A director may waive notice of any meeting before, at, or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6.17. Quorum.

A quorum for the transaction of business at a meeting of the Board shall exist if, either in person or by teleconference, more than half of the members of the Board are present, or if by mail, electronic-mail or facsimile if more than half of the members respond.

Section 6.18. Transacting Business.

At the start of any meeting of the Board, there must at least be a quorum for any business to be transacted.

Section 6.19. Voting by Proxy.

No director may vote or act by proxy at any meeting of directors.

Section 6.20. Presumption of Assent.

Unless a director's dissent is entered in the minutes of the meeting or a director files a written dissent to action with the individual acting as the Corporate Secretary of the Board before the adjournment of a meeting or forwards such dissent by registered mail to the Corporate Secretary of the Board immediately after the adjournment of a meeting, a director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 6.21. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if each and every member of the Board or committee in writing either: (a) votes for such action; (b) votes against such action; or (c) abstains from voting. Each director who delivers a writing described in this Section 6.21 to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

Section 6.22. Transacting Business by Mail, Electronic Mail, Telephone or Facsimile.

If in the judgment of the Chair of the Board the urgency of the case requires such action, the Board shall have the power to transact its business by mail, electronic-mail, telephone, or facsimile.

Section 6.23. Agenda.

The Chair of the Board, in consultation with the CEO and the Chairs of the Board's committees, shall determine the agenda for all Board meetings. Board directors shall be permitted to request items for inclusion on the agenda for Board meetings.

Section 6.24. Questions of Order and Board Meeting Leadership.

Unless otherwise provided in advance by the Board, questions of order shall be decided by the Chair of the Board. The Chair of the Board shall lead meetings of the Board. If the Chair of the Board is absent from any meeting of the Board, then the Chair of the Board shall designate in writing and in advance one (1) other member of the Board to preside. If the Chair of the Board is unable to make or has not made such a designation, the Board may choose another member of the Board to serve as presiding officer for that meeting.

Section 6.25. Effectiveness of Actions.

Actions taken at a meeting of the Board shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these Bylaws or when a definite effective date is recited in the record of the action taken.

Section 6.26. Open and Executive Meeting Sessions.

Ordinarily, all meetings of the Board shall be open to members, and where appropriate, non-members. However, in the event the Chair of the Board, with the consent of a majority of the directors of the Board in attendance, deems it appropriate: (a) to exclude non-members at an open meeting for any reason, then the Chair of the Board may declare that the meeting is closed; or (b) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the Chair of the Board may specifically designate and call an executive session.

Section 6.27. Minutes of Meetings.

The minutes of all meetings of the Board shall be published on USBSF's website. Every reasonable effort will be made to publish the minutes within thirty (30) days after completion of the meeting.

Section 6.28. Compensation.

Directors of the Board shall not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with USBSF's policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USBSF (except active athletes may receive athlete support payments).