

THE US SAILING FOUNDATION
NOMINATING COMMITTEE
CHARTER, POLICIES, AND PROCEDURES

Purpose

As per Bylaw 6.5, to nominate individuals for open seats on the Board of Directors and to nominate individuals for Officer roles.

Process

As per Bylaw 3.4, a Director shall be proposed by the Nominating Committee based upon their credentials, qualifications, skill sets, and areas of expertise as may collectively combine to assist the purposes of USSF.

Composition

As per Bylaw 6.5, the Nominating Committee shall be comprised of at least three (3) Directors, including the US Sailing Association's ("USSA") Chief Executive Officer.

Confidentiality

The Nominating Committee works in confidence to 1) ensure that candidates for nomination remain anonymous until publicly nominated and 2) protect all personal information of the candidate and confidential information of the US Sailing Foundation.

Procedure

A Director or Officer may be nominated by the Nominating Committee whenever there is a vacancy. A majority vote of the full board at a regularly scheduled meeting or at an ad hoc meeting, should the need arise, will elect the Director to the Board. Per Bylaw 4.3, Officers are elected at the Annual Meeting of the Board.

Considerations

As per Bylaw 3.3, the USSF Board shall consist of at least five (5), but no more than eleven (11) directors ("Directors"). The USSF Board shall include certain Ex Officio Directors appointed by the Sole Member (defined in the USSF bylaws as the USSA): (i) USSA Chief Executive Officer; (ii) President of the USSA Board; and (iii) one Athlete Alumni ("Ex Officio Directors"). Further, the Sole Member shall include the Chairman of the USSF Board as an Ex Officio member of its Board of Directors.

As per Bylaw 3.4, in addition to its three Ex Officio Directors, the Sole Member has the right to appoint up to two additional Directors to the USSF Board.

As per Bylaw 3.4, all members of the USSF Board shall be members in good standing of USSA.

As per Bylaw 3.5, a Director shall serve a term of three (3) years or until replaced as specified herein. A Director may be elected for a maximum of three (3) consecutive terms for no more than nine (9) years of consecutive service. Ex Officio Directors shall serve at the discretion of the Sole Member.

As per Bylaw 3.6, vacancies occurring on the Board by removal, resignation, refusal to serve, increase in the number of Directors, or otherwise, shall be filled by the USSF Board, and each Director so appointed shall serve for the unexpired portion of the term of the Director being replaced or until the Director's successor is elected, appointed or until such Director's earlier death, resignation or removal, as occurs first.

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As per Bylaw 3.14, in the presence of a quorum, each Director shall be entitled to one vote on each matter submitted to a vote of the USSF Board. Unless otherwise specified herein, the act of a majority of the Directors at a meeting at which a quorum is present shall be the act of the USSF Board. There shall be no voting permitted by proxy in any circumstance.

As per Bylaw 4.1, the Officers of USSF shall consist of a Chairman, Vice Chairman, Secretary, Treasurer and such other officers and assistant officers as the Board of Directors may from time to time designate ("Officers"). The offices of Secretary and Treasurer may be, but need not be, held by the same person.

As per Bylaw 4.2, an Officer shall serve a term of (3) years or until his or her successor is duly elected and takes office. An Officer may be elected for a maximum of three (3) consecutive terms for no more than nine (9) years of consecutive service.

As per Bylaw 4.4, any Officer vacancy shall be filled by a majority vote of a quorum of the USSF Board. The Chairman may, however, appoint an individual to fill a vacancy until a successor Officer can be duly elected or appointed by a majority vote of a quorum of the USSF Board.

Vote of Retention

Prior to the conclusion of a director's service on the Board, he or she shall be subject to an evaluation and a vote of retention by the Nominating Committee for another term. The full Board will then vote on the retention of the Director.