

# Ethics Committee Charter

Revision Date: December 19, 2021



## 1. Roster

Title	Name	End of Term	Term
Chair	<b>Open Position</b>		
Member	Lucia Serrano	12/31/2028	2
Member	Ted Smith	12/31/2026	2
Member	JoLynn Gentry	12/31/2026	2
Athlete	Emilie Moore	12/31/2028	2
Athlete (Vice Chair)	Ryan Hawkins	12/31/2027	2

## 2. Introduction

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.

## 3. Composition

The Ethics Committee will consist of at least seven (7) individuals, one third of whom must be athlete representatives who satisfy the criteria for athlete representatives on designated committees, as that term is defined in the USOPC’s bylaws. The USA Diving Athlete Advisory Council shall appoint the athlete representatives to the Committee per section 8.2 of USA Diving’s bylaws. The other members of the Committee 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.

## 4. Term Limits

All Committee members will have staggered terms of four (4) years. Members of the Committee will be appointed for four year terms, unless the Board or the Committee 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.

## 5. Duties of the Committee

- 5.1. 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.
- 5.2. The Ethics Committee shall carry out its duties as stated in the Bylaws.
- 5.3. **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 one-third athlete representation. Athlete representatives on panels must satisfy the requirements for athlete representatives on designated committees, as that term is defined in the USOPC's bylaws.
- 5.4. 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.

## 6. Duties of the 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.

- 6.1. Preside over all meetings of the Ethics Committee, whenever and however held.
- 6.2. Act as a liaison between the Board of Directors and the Ethics Committee.

## 7. Duties of the 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.

- 7.1. 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.
- 7.2. Conduct official correspondence for the Ethics Committee.
- 7.3. Preside, in the absence of the chair, over meetings of the Ethics Committee.

## 8. 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.

## **9. 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, another officer 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.

## **10. 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.