



## USA Ultimate Board of Directors Resolution Nominating Committee Structure

Be it resolved that the Board of Directors of USA Ultimate (“USAU”) will compose its Nominating Committee (the “NC”) of non-board members appointed by the Independent members of the USAU Board of Directors (the “Board”). The NC will consist of five members, including at least one elite athlete representative. The members of the NC will be selected in line with the USA Ultimate Bylaws:

USA Ultimate is committed to taking meaningful and intentional actions to promote diversity among Board and NC members. USA Ultimate recognizes the need to promote and enhance diversity throughout the sport of Ultimate and diversity among Board and NC members is consistent with and in furtherance of that overall goal. Board and NC members shall be selected without regard to race, color, religion, age, gender, sexual orientation, national origin or disability.

The Independent members of the Board will select each member of the NC by unanimous vote. A term of the members of the NC will be two (2) years. Terms of 2 or 3 NC members will be off-set by 1 year.

The main goal of this resolution is to create an apolitical environment in which the NC can operate with independence and objectivity.

No individual shall be eligible to be a member of the NC if that individual is a current member of the Board, or has a spouse, partner or immediate family member on the Board. No individual who serves on the NC is eligible to serve on the Board. Members of the NC shall be precluded from serving on the Board as a Board member or in any other USAU capacity, to include whether governance, or on staff, or volunteer roles, for a period of one (1) year after their service on the NC ends. Members of the Board are not eligible to serve on the NC for four (4) years following their Board service.

The NC shall avoid recommending any potential new Board members with any conflicts of interest (financial, organizational, personal, etc.) and will consult with the Audit & Ethics Committee with respect to vetting all prospective candidates for potential conflicts of interest or other background issues.

In considering a candidate for nomination to the Board, the NC will consider the following, which already align with the process the board uses in considering potential board candidates:

1. The candidate’s potential contribution to the effective functioning of USAU and their ability to work cooperatively with and in support of the CEO and professional staff;
2. Any potential or impending change in the candidate’s principle area of responsibility with their company or in their employment;
3. Whether the candidate brings relevant expertise and experience to the Board;
4. Whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;
5. The candidate’s reputation for personal integrity and commitment to ethical conduct;
6. The candidate passes a mandatory background check and complete SafeSport training; and
7. Whether the candidate has or may develop any relationships with other organizations, or if circumstances may arise that make it inappropriate for the candidate to continue serving on the Board.

The NC will publicly collect nominations, including self-nominations, for all types of board positions. Once a final slate of candidates has been confirmed, along with the positions for which they are being considered – Appointed, Independent, At-Large or Elite Athlete – USAU staff will conduct an annual election, if applicable, to fill the At-Large or Elite Athlete seat(s) as outlined in the USAU bylaws. The NC will submit the slate of Appointed and Independent candidates to the Board for a final vote to determine those seats.

Elections will be administered in November, after the conclusion of the USAU Club National Championships, which is the final event that determines the pool of USAU members eligible to vote in the Elite-Athlete election, and to provide an appropriate measure of time to organize, promote, conduct and verify the results of an election prior to a director being seated on January 1 and the first in-person meeting of a calendar year.

With the goal of running a fair, independent, and transparent election, USAU staff and the NC will collaborate to create a final timeline for the annual election.

All information and communications about the process of elections will be managed by USAU staff.