

**NOMINATION & GOVERNANCE COMMITTEE,****USA Taekwondo****POLICIES AND PROCEDURES**

9.9.1. The By-laws of the USAT, Inc., page 22, section 9.9, establish the authority for each Committee to establish procedure for conducting its business and affairs.

9.9.2. The Committee will adhere to the By-laws of the USAT, Inc. as to their responsibilities and duties. See page 25, section 9.16, "Election/Selection of the Board of Directors"; pages 11, 12, sections 7.6(a), (c), (d), and (e). Also reference is made to page 13, section 7.7 and page 14, section 7.8.

9.16.1. The Chair of the Committee will be elected every two years on the first meeting of the new Committee by majority vote of the five members.

9.16.2. The Committee will establish a "time line" through the Chair in cooperation with the CEO and his/her staff for the election/selection process. The "time line" should start in July or August of the election year. The "time line" call for candidates for each position on the Board of Directors of the USAT, Inc. will be coordinated through the office staff of the USAT, and publicized by means of the organization's web site: [www.usa-taekwondo.us](http://www.usa-taekwondo.us).

9.16.3. Committee meetings will be held as needed or according to the published "time line". The Chair will set the meeting schedule and agenda in cooperation with the USAT CEO and staff. Meetings may be held in person, telephone, or electronic mail as permitted under Colorado corporate non-profit law.

9.16.4 The decisions of the Committee will be decided by majority vote. The Committee discussions and decisions will avoid any undue influence from members of the Board of Directors, USAT Inc. staff and outside parties unless opinion is solicited by the Committee. Decisions will be made on the election/selection of all nominees based on the By-laws of the Corporation. (Page 11, section 7.4, "Qualifications") The candidates may be evaluated by the entire committee during an interview process after the candidates have submitted their letters of intent, resume, and any other documentation required by the Committee relating to the position for which the candidate is applying. The committee may select up to three "finalists" in the case of independent Board candidates before the interviews. The interviews may be in person or by telephone. The CEO/staff of USAT, Inc. will arrange the interviews in accordance with the established "time lines". "Time lines" may be changed due to unforeseen circumstances, i.e., weather, illness, etc.

9.16.5 An announcement of the nominees selected/elected for each position on the Board of Directors will be made as soon as practical or according to the previously published “time line” via the USAT, Inc web site. The individual candidates will not be contacted prior to the announcement on the web site.

9.16.6. The Committee will not disclose any materials received from the candidates. The Committee will not disclose the content of any notes, comments, or discussions, or the vote of any committee member to any other party outside of the Committee.

9.16.7 In the event of a Committee member’s resignation, removal, incapacity, disability or death (page 15, section 7.12) the Committee shall meet and arrange for election/selection to fill the vacant position, (see page 25, section 9.16) from the same constituency as the vacant position unless it is a position appointed by the Board of Directors.

9.16.8 In the event of resignation, etc., of a member of the Board of Directors, the Committee Chair shall meet with the CEO of the Corporation and establish a “time line” for the election/selection of a new Board member to serve and complete the unexpired term of the vacant Board member. The vacancy will be filled from the same constituency as the missing Board member, according to the By-laws. (See page 15, section 7.12, par. 3 and pages 11-12, sections 7.4, 7.5, and 7.6).

9.16.10 Identifying candidates: (Page 25, section 9.16[b]): Any member of the Committee may seek out and evaluate prospective candidates for the Board with the exception of the Athletes Advisory Committee who elects their own candidates. Candidates thus identified will have their letters of intent or resumes submitted to the Chair or to the CEO.

9.16.11 The Chair of the Committee shall inform committee members, the CEO/staff, and if necessary, the Chair of the Ethics Committee of any relevant information received by the Nominating and Governance Committee.

9.16.12 The Chair should represent the Committee when it is deemed relevant to their duties at meetings, etc. The Chair may request that one of the Committee members represent the Committee and give a brief report to the Chair following the meeting.

Richard L. Cain, Chairman  
Nomination and Governance Committee  
USAT, Inc.