

2011 Convention – Code Proposals

Submitted by Betty Hazle

Item 1: Code, Article 3, Section 3.02.C.5 (pg 3-4)

3.02 Composition: The Board of Directors shall consist of the following:

- A. The Officers, as defined in Article 4 of the USSS Code.
- B. The Secretary, appointed by the President as a nonvoting member.
- C. Three (3) to five (5) Independent Directors who:
 1. Support the policies, goals and programs of the Corporation;
 2. Have business expertise;
 3. Seek and develop new revenue sources and/or donate personally;
 4. Are willing to accept designated responsibilities; and
 5. Are nominated by the President in collaboration with the **Ethics and** Nominating Committee for Board of Directors' approval. Up to two (2) Independent Directors shall be nominated in even numbered years, and up to three (3) in odd numbered years, such that there are at least three (3) Independent Directors.
 - a. The Board, through its ~~Nominating~~ **Ethics** Committee, shall affirmatively make a determination as to the independence of each Independent Director, and disclose those determinations to the Board of Directors. An "Independent Director" shall be determined to have no material relationship with USSS, either directly or through an organization that has a material relationship with USSS. A relationship is "material" if, in the judgment of the **Ethics Nominating** Committee, it would interfere with the director's independent judgment, with the following guidelines applied on a case-by-case basis.
 - b. A director shall not be considered independent if, within the preceding two (2) years:
 - (1) The director, or an immediate family member of the director, was employed by or held any governance position such as a member of the Board of Directors, other than Independent Director, or Trustee (whether a paid or volunteer position) with USSS, USSS Foundation, USOC, FINA, or any international or regional federation of synchronized swimming; or
 - (2) The director, or an immediate family member of the director, was affiliated with or employed by USSS's outside auditor or outside counsel; or
 - (3) The director was an Athlete member of USSS, or a Professional member of USSS; or
 - (4) The director **received** ~~receives~~ any compensation, not including expense reimbursements, from USSS, directly or indirectly; or
 - (5) The director, or an immediate family member of the director, **was** is an executive officer, controlling shareholder, or partner of a corporation, partnership, or other business entity that does business with USSS.
 - (6) **The director was a parent or relative of a current member of USSS.**
 - c. 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 **Ethics Nominating** Committee.
 6. Term Limit: The term of Independent Director shall be two (2) years, and shall begin immediately following the approval by the Board of Directors of their nomination. Independent Directors may be reelected to a second term, but may serve no more than four (4) consecutive years on the Board of Directors. An Independent Director may serve up to an additional four (4) years if elected President immediately after serving as an Independent Director. An Independent Director who is replaced must wait as many consecutive years as have been served consecutively, with a maximum of four (4) years off the Board of Directors before being eligible for reappointment. In the event an Independent Director is selected to fulfill a remainder of a term, which has been vacated, this selection shall not count towards the two (2) years of eligibility. This Independent Director shall have two (2) full terms of eligibility remaining.
- D. Remains the same

Rationale: With the creation of the new Ethics Committee, it seems appropriate that this new committee should review the potential independent directors to determine their independence. The members of the Ethics committee are probably more familiar or accustomed to this role. It seems logical that the President and Nominating Committee would find the candidates and the Ethics Committee (an independent committee) would determine if they truly fit the definition of independence. It also alleviates any assumed conflict of interest by the President or a member of the Nominating Committee of presenting potential directors for approval. It serves as another check and balance. In addition, there is a proposal to add that a parent or relative of a USSS member should not be an independent director due to a potential conflict of interest. Also, (4) & (5) have been changed to be in past tense to match the other items in that section.

Item 2: Code, Article 5, Section 5.04.A.1 (pg 8)

5.04 President's Committees:

A. Nominating Committee:

1. The Nominating Committee shall be responsible for nominating persons for the elected positions of the Corporation, with the exception of the Athlete Representatives. A slate of candidates shall be derived from all persons interested **and vetted by the Ethics Committee for conflict of interest**. Additional nominations may be made from the floor of the Annual Meeting of the Corporation, provided any such nominee is present and consenting. The Nominating Committee shall also be responsible for collaborating with the President in nominating Independent Directors for Board of Directors' approval.
The rest remains the same.

Rationale: With the creation of the new Ethics Committee, it seems appropriate that this new committee should review the potential candidates for officer positions to vet them for conflict of interests issues. The members of the Ethics committee are probably more familiar or accustomed to this role. It seems logical that the Nominating Committee would find the candidates and the Ethics Committee (an independent committee) would determine if they have any potential conflicts of interest. It hopefully will prevent issues arising at convention during the nominating and election process. This will give the candidates a clean bill of health so to speak. It serves as another check and balance.

Item 3: Code, Article 5, Section 5.04.E.1 (pg 9)

5.04 President's Committees:

E. Ethics Committee:

1. The Ethics Committee shall:
 - a. Report, review and investigate matters of ethical impropriety under the Code of Ethics and make recommendations on such matters to the Board of Directors. See Appendix P.
 - b. Periodically review the Code of Ethics and make recommendations to the Board of Directors.
 - c. Generally oversee compliance with the Code of Ethics.
 - d. Review and provide guidance on ethical questions presented to it by the Executive Director or the Board of Directors.
 - e. **Determine independence of nominees for Independent Director positions and review candidates for Officer positions for conflict of interest.**

The rest remains the same.

Rationale: Housekeeping if proposals to 3.02 (Item # 1) and 5.04 (Item # 2) are approved. See rationale for those items.

Item 4: Code, Article 5, Section 5.08.A (pg 14-15)

5.08 Olympic International Committees:

A. International Relations Committee:

1. Remains the same.
2. The composition of the International Relations Committee shall include:
 - a. The Chair, appointed by the Vice President Olympic International, **who has national team experience, international judging experience or other related international synchronized swimming experience;**
 - b-i Remain the same.
3. Remains the same.
4. Remains the same.
5. International Relations Review Subcommittee:
 - a. Remains the same.
(1)-(4) Remains the same.
 - b. The composition of the International Relations Review Subcommittee shall include:
 - (1) **The Chair of the International Relations Committee, as Chair** ~~The Chair, appointed by the Vice President Olympic International;~~
 - (2) The President;
 - (3) The National Team Director;
 - (4) One (1) retired athlete selected by the National Team Director who is unaffiliated with any of the athletes in contention; and
 - (5) One (1) person selected by the President who exhibits knowledge of the sport, knowledge of the international scene in elite synchronized swimming, and demonstrates a fair and unbiased disposition.

Rationale: In January, when the Board met with the USOC representatives and discussed best practices of NGBs, it was decided that the VPs should be long-range planners and strategizers, rather than the "doers". Specific tasks should be left up to staff and committee chairs. So, the Board changed the chair of both IR committees to be appointed by the VP rather than the VP. In doing so, it is critical that the IR Committee chair now have some of the same qualities and skill sets as the VP.

In addition, the chair of the IR Review Subcommittee should not be a different person from the Chair of the IR Committee. The responsibilities of the IR Review Subcommittee are merely tasks assigned to the IR Committee in situations where a smaller group of IR members should make a decision.

Item 5: Code, Article 5, Section 5.08.A 5 (pg 14-15)

5.08 Olympic International Committees:

A. International Relations Committee:

- 1-4. Remain the same.
5. International Relations Review Subcommittee:
 - a. The International Relations Review Subcommittee shall ~~resolve petitions related to:~~
 - (1) **Resolve petitions related to** athlete injury or illness during the National Team Trials Selection process. See Appendix E.
 - (2) **Resolve petitions related to** athlete eligibility to participate in National Team Trials. See Appendix E.
 - (3) Review and approve Club Option applications, including funding recommendations when available. See Appendix F.
 - (4) **Determine** athlete eligibility to participate when a Masters international competition has limited entries. See Appendix F.
 - (5) **Serve as the investigative group to handle discipline issues listed in the National Team Agreement.**

Rationale: To add a new (5) which is currently a responsibility listed in the National Team Agreement. Then as housekeeping to fix the formatting in the rest of the section.

Item 6: Code, Article 5, Section 5.08.A.1.e (pg 14)

5.08 Olympic International Committees:

A. International Relations Committee:

1. The International Relations Committee shall:
 - a-d. remain the same
 - e.** Initiate and accept invitations to/from foreign countries or organizations to send teams or individuals, except for National Team members, to participate in exhibitions or competitions in the United States or abroad. The National Team Director, in consultation with the **International Relations Committee Chair** ~~Vice President Olympic International~~ will be responsible for accepting invitations on behalf of National Team Members
 - f-g. remain the same.

Rationale: In January, when the Board met with the USOC representatives and discussed best practices of NGBs, it was decided that the VPs should be long-range planners and strategizers, rather than the “doers”. Specific tasks should be left up to staff and committee chairs. The IR Committee is responsible for foreign invitations, so the Chair of this committee should be the one consulting with the National Team Director, not the VP. This change should have been housekeeping when the chair of the committee was changed from the VP to a person appointed by the VP.

Item 7: Code, Article 5, Section 5.08.B.1 (pg 15)

5.08 Olympic International Committees:

B. National Team Program Committee:

- 1.** The National Team Director is empowered with all decision-making authority necessary for the formulation, development and implementation of a National Team program. The National Team Director will work in a collaborative manner with the Vice President Olympic International, **the International Relations Committee** and the National Team Program Committee in exercising this authority.
- 2-3 remain the same.

Rationale: In addition to the OI VP and the National Team Program Committee, the National Team Director should be working directly with the IR Committee. One of the responsibilities of the IR Committee is to serve as an advisor to the NTD regarding National Team Staff. So, it seems logical that this committee should also be included in this section.