



## **UNITED STATES EQUESTRIAN FEDERATION GOVERNANCE COMMITTEE CHARTER**

### **I. INTRODUCTION**

This Governance Committee Charter was adopted by the United States Equestrian Federation Inc.'s (the "Federation") Board of Directors (the "Board"), a not-for-profit corporation established under the laws of New York through a Resolution of the Board dated January 15, 2016.

### **II. PURPOSE**

To accomplish the objectives of good governance and accountability, the Governance Committee has responsibilities related to: (a) the Federation's Board and Board Committees; (b) evaluation of the Federation's policies; and (c) other miscellaneous issues related to the overall governance of the Federation.

### **III. MEMBERSHIP**

The Committee shall consist of five (5) or more Senior Active members of the Federation who are appointed by the President. The President shall appoint a Chairman.

The Committee members should be knowledgeable or become knowledgeable in matters pertaining to governance.

### **IV. MEETINGS AND QUORUM**

The Committee shall meet as frequently as necessary to fulfill the responsibilities enumerated in this Charter but no less than four times per year. Notice of meetings shall be given to all Committee members. Meetings of the Committee may be held in person or by teleconference. Two-thirds of the members of the Committee shall constitute a quorum. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee. Minutes of the meetings must be recorded. The General Counsel will serve as Secretary.

### **V. ATTENDANCE REQUIREMENT**

Committee members who attend less than 50% of the meetings in any calendar year may be removed from the committee and replaced by a Senior Active Member subject to the appointment or the election procedures that were used in the initial seating of the position, as required in Bylaw 501, Section 4.

## **VI. KEY RESPONSIBILITIES AND DUTIES**

The Committee shall undertake the following responsibilities and duties, which are set forth as a guide. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time. Specific responsibilities and duties for the Committee include but are not limited to:

1. Develop and recommend to the Board the number and structure of committees to be created by the Board.
2. Recommend candidates to serve as members and/or chair Board committees.
3. Establish and oversee the orientation process of newly elected members of the Board and assist in its implementation.
4. Regularly assess the adequacy of and need for additional continuing Director education programs.
5. Develop and provide recommendations to the Board on performance evaluations, including coordination and oversight of such evaluations of the board, its committees and senior management in the Federation's governance process.
6. Regularly review and update as necessary the Federation's code of ethics and written policies regarding conflicts of interest.
7. Develop and recommend to the Board any required revisions to the Federation's written policies regarding the protection of whistleblowers from retaliation.
8. Develop and recommend to the Board any other policies or documents relating to the governance of the Federation, including rules and procedures for conducting the business of the Federation's Board, such as the Federation's bylaws. The governance committee will oversee the implementation and effectiveness of the bylaws and other governance documents and recommend modifications as needed.
9. Regularly review and report to the Board on succession planning for the Chief Executive Officer of the Federation.

## **VII. TERM LENGTH**

The committee members are appointed to serve a one-year term.