



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, and amended by the Board on June 23, 2020 at the Mid-Year Meeting and again by the Officers of the Federation on September 23, 2021.

II. PURPOSE & RESPONSIBILITIES

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.

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. Annually appoint a Governance Committee member to the Nominating Committee.
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. Review and provide recommendations to the Board related to Board, council, and committee self-performance evaluations.
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.
10. Annually review the reasonableness of the compensation of the Chief Executive Officer, using relevant market benchmarks and survey data, and make adjustment recommendations to the Board where warranted. Review an annual report from the Chief Executive Officer of the process by which the compensation of the five highest paid employees was determined.

III. COMMITTEE MEMBERSHIP

The Committee shall consist of five (5) or more Senior Active members of the Federation who are ratified by the Board of Directors. The Committee members should be knowledgeable or become knowledgeable in matters pertaining to governance.

Committee Chairperson: The President shall appoint a Chairperson.

Committee Members:

The Committee shall be comprised of Senior Active Members of the Federation appointed by the Federation President.

At least 33.3% of the Committee shall be comprised of Athlete Representatives appointed by the Athlete Advisory Committee, with 10-Year Athlete Representatives comprising at least one half (1/2) of the 33.3 percent (33.3%), and either 10-Year Athlete Representatives or 10-Year+ Athlete Representatives comprising the rest, as defined by Bylaw 401.

Vacancies and Removal: Federation Bylaw 504 describes what constitutes a vacancy and how committee members may be removed from a committee. Further, failure to timely complete annual Conflict of Interest Disclosures and relevant USEF Safe Sport requirements constitutes cause for removal.

IV. MEETINGS & 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. 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. The General Counsel will serve as Secretary.

Minutes for all meetings will be drafted by the staff liaison, reviewed by the committee chairperson, and approved by the committee members at the following meeting.

A quorum shall be the greater of three or one-third of the members of the Governance Committee.

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. See Bylaw 504 for the Removal Process from Committees.

VI. TERM LENGTH

Beginning in 2022, the term for this committee is two years, commencing immediately following Annual Meeting.

Recording Secretary