

Board Committee Solicitation | February 11, 2024

At USA Climbing, our mission is to support the well-being, development, and competitive excellence of our athletes as we advance the accessibility and growth of the climbing community nationwide. To advance this mission, the organization has had the tremendous benefit of drawing on the diverse experience and guidance offered by the volunteer members of the Board of Directors, Board Committees, Operating Committees, and Athletes' Advisory Committee.

Currently, we are seeking volunteers to serve on the following **Board Committees**. Additional Operating Committee positions will be communicated in the coming days.

Board Committees (Designated)

Audit & Compensation Committee Term: Initial terms ending 12/31/26 TBD	One (1) open position One (1) athlete position
Ethics Committee Term: Initial term ending 12/31/26 TBD	One (1) open position (independent)
Governance Committee Term: Initial term ending 12/31/26 TBD	Two (2) open positions
Judicial Committee Term: Initial terms ending 12/31/26 TBD	Two (2) open positions
Nominating Committee Term: Initial terms ending 12/31/26 TBD	Two (2) open positions (independent) One (1) athlete position

The requirements for these opportunities are listed below and can also be found in the USA Climbing [Bylaws](#). Solicitations will remain open until the positions are filled.

If you are interested in being considered as a volunteer for one or more of these roles or would like more information, please send a Letter of Interest (LOI) and the position(s) you are seeking via email along with your resume to the applicable contact below. Please include your full name and contact information, USAC member number, history of participation, support of USA Climbing, and any other information relevant to your experience or background in the context of the position(s) you seek.

For Non-Athlete Positions, please send to:

Bruce Mitchell
 Chair, USA Climbing Nominating Committee
bruce@usaclimbing.org

For Athlete Positions, please send to:

Danny Popowski
 Chair, USA Climbing Athletes' Advisory Committee
athletes@usaclimbing.org

USA Climbing supports diversity, equity, and inclusion in all its forms and strives to incorporate DEI principles into all it does.

Thank you for your support!



Board Committees

Audit & Compensation Committee.

The Board of Directors shall appoint the members of the Audit & Compensation Committee, subject to the following requirements:

- a. Section 11.8(a) (Athlete Eligibility), subject to Section 9.4 (Designated Committees); and
- b. At least two of the Audit Committee members shall be Directors of the Board, one of whom being the Treasurer of the Board.

The Audit & Compensation Committee shall:

- a. recommend the independent auditors of USA Climbing and the Foundation, as applicable, review the report and management letter of the independent auditors, and recommend action as needed;
- b. periodically meet separately in executive session individually with USA Climbing's financial staff and USA Climbing's outside auditor.
- c. meet with the independent auditor prior to the release and filing of USA Climbing's annual financial reports to review such materials. The Board will review and approve IRS-required financial reports for publication.
- d. investigate matters of financial controls and disclosure with respect to USA Climbing and the Foundation and such other matters as directed by the Board;
- e. make recommendations to the Board on President & CEO compensation and annual performance review process;
- f. advise the Board on matters pertaining to the compensation and benefits for USA Climbing staff; review staff pay ranges and benchmarking to ensure adequate compensation levels are being followed; and
- g. perform such other duties as assigned by the Board.

Ethics Committee.

The Board of Directors shall appoint the members of the Ethics Committee, subject to the following requirements:

- a. Section 11.8(a) (Athlete Eligibility), subject to Section 9.4 (Designated Committees);
- b. Members of the Ethics Committee other than the Athlete member(s) shall satisfy the standards of independence for "Independent Directors" as set forth in Section 7.7 of these Bylaws; and
- c. No more than two (2) Directors of the Board shall be appointed to the Ethics Committee.

The Ethics Committee shall:

- a. oversee implementation of and compliance with the USA Climbing Code of Ethics/Conflicts of Interest Policy, referenced in Article 18 below, and any comparable policy of the Foundation, including by reviewing the minutes of Board meetings referenced in the USA Climbing Code of Ethics/Conflicts of Interest Policy



- and by collecting and reviewing the annual statements referenced in the USA Climbing Code of Ethics/Conflicts of Interest Policy and any comparable statements of Foundation Trustees and officers;
- b. report to the Board on all ethical issues;
 - c. develop, and review, as necessary, the USA Climbing Code of Ethics/Conflicts of Interest Policy and any comparable policies of the Foundation and make recommendations to the Board regarding any changes;
 - d. review and investigate allegations of ethical impropriety with respect to USA Climbing and the Foundation and make recommendations on such matters to the Board, subject in the case of USA Climbing to the authority of the Judicial Committee where appropriate;
 - e. review and provide guidance on ethical questions presented to it by the Board, officers, committee members, volunteers, staff, and USA Climbing members; and
 - f. perform such other duties as assigned by the Board.

Governance Committee.

The Board of Directors shall appoint the members of the Governance Committee, subject to the following requirements:

- a. Section 11.8(a) (Athlete Eligibility), subject to Section 9.4 (Designated Committees);
- b. No less than two Directors of the Board shall be appointed to the Governance Committee.

The Governance Committee shall:

- a. review and update USA Climbing's Bylaws as necessary to maintain good governance procedures;
- b. develop and maintain policies in support of the Bylaws and the Board's role in the organization;
- c. review and update committee charters and structure to ensure good governance protocols are followed;
- d. Report to the Board on governance-related trends and issues, including information received from the USOPC;
- e. Perform other duties as assigned by the Board.

Judicial Committee.

The Board of Directors shall appoint the members of the Judicial Committee, subject to the following requirements:

- a. Section 11.8(a) (Athlete Eligibility), subject to Section 9.4 (Designated Committees); Section 9.4 (Designated Committees); and
- b. No Director of the Board shall be appointed to the Judicial Committee.

The Judicial Committee shall:

- a. administer and oversee all matters filed with USA Climbing and arising under the USA Climbing Grievance Policy;
- b. hear and render decisions on grievances and disciplinary matters, subject to the USA Climbing Grievance Policy;



- c. appoint Hearing Panels, as described in the USA Climbing Grievance Policy and subject to Section 9.4 (Designated Committees); and
- d. perform such other duties as assigned by the Board.

Nominating Committee.

The Nominating Committee members shall be comprised of:

- a. Section 11.8(a) (Athlete Eligibility), subject to Section 9.4 (Designated Committees); Section 9.4 (Designated Committees); and
- b. one (1) individual appointed by the previous Nominating Committee from that Committee, who shall be the Chair and permitted to attend USA Climbing Board of Director meetings as a non-voting observer;
- c. one (1) individual who satisfies the standards of independence for "independent Directors" as set forth in Section 7.7 of these Bylaws and who is appointed by the previous Nominating Committee;
- d. and remaining individuals appointed by the Board of Directors.

No individual shall be eligible to be a member of the Nominating Committee if that individual is a current Director. Current or past members of the Nominating Committee, except the Athlete representative, shall be precluded from serving as a Board Director or in any other USA Climbing capacity, whether governance or on staff, for a period of one (1) year after their service on the Nominating Committee ends.

The Nominating Committee shall:

- a. identify and evaluate prospective candidates for the Board;
- b. recommend to the Board of Directors individuals to serve on the Board to the extent authorized to do so in these Bylaws;
- c. recommend, as requested by the Board, individuals to serve on various Committees;
- d. consult with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues;
- e. recommend individuals who would be fair and impartial and who would have the qualifications and ability to serve on Hearing Panels (as described in the USA Climbing Grievance Policy), at least one (1) of whom shall be an Athlete who meets the eligibility criteria described in Section 11.8(a) below and at least one of whom meets the criteria for an eligible Athlete for a Designated Committee as set forth in Section 9.4 above and 11.8(b) below, to a list of potential Hearing Panelists (the "Hearing Panel Pool"), and communicate that list to the Judicial Committee as necessary to enable the Judicial Committee to perform the function described in Section 9.15(b)(iii) above;
- f. appoint members for subsequent Nominating Committees in accordance with Section 9.16(a) above; and
- g. perform such other duties as assigned by the Board.

Athlete Eligibility

Athlete representatives must meet the criteria outlined below and in Section 11.8 of USA Climbing's bylaws.



For Non-Designated Committees:

“Actively Engaged Athlete Representative” means an athlete who qualifies as a Ten (10)-Year or Ten (10)-Year + Athlete Representative, or who has been actively engaged in 24 months prior to the Record Date in the case of an election or the date of appointment in other cases in a USA Climbing sanctioned competition, which may include events that categorize entrants in age-restricted classifications. For the avoidance of doubt, once an athlete is elected/appointed, eligibility to serve as an Actively Engaged Athlete Representative runs throughout the term of the position to which the athlete was elected/appointed.

Minimum Requirements.

An “Athlete,” except where separate or additional requirements are set forth below, means a person who meets the following standards of eligibility:

- i. Membership Requirement for Voting, for Standing for Election, and for Service on the Board of Directors or a Committee, including for serving on a Hearing Panel: Is a member of USA Climbing at the time of (1) in the case of any election, the Record Date (as defined in Section 5.2 above), provided, however, that for purposes of the election described in Article 12 below (USOPC Athletes' Advisory Council), voting is also open to individuals who are not members of USA Climbing, provided that such individuals can document their eligibility to vote pursuant to the Bylaws of the USOPC Athletes' Advisory Council; or (2) in the case of any appointment, the appointment date or December 31 of the year in which the appointment is made; and
- ii. Minimum Athletic Requirement: Qualifies as an Actively Engaged Athlete Representative.
- iii. Citizenship Requirement: for voting in and for standing for election, is a citizen of the United States (but in the case of membership on a committee (other than a Designated Committee) and voting in such capacity, is either a citizen or a lawful permanent resident of the United States);
- iv. Age Requirement: for voting, for standing for election, and for service on any committee, including a Hearing Panel, is at least eighteen (18) years of age by December 31 of the year in which the election is held or appointment is made; and

For Designated Committees:

“Delegation Event” means, individually or collectively as applicable, the Olympic Games, the Olympic Winter Games, the Paralympic Games, the Paralympic Winter Games, the Pan American Games, and the Parapan Am Games (and in all of these listed cases, for the avoidance of doubt, multiple sports participate in the Games and not solely climbing disciplines);

“Protected Competition” means:

- any Delegation Event; or



- any international competition between athlete(s) officially designated by USA Climbing as representing the United States, either individually or as part of a team, and any athlete(s) representing any foreign country, where:
 1. the terms of such competition require that the entrants be individuals or teams representing their respective nations; and
 2. the athlete(s) representing the United States are organized and sponsored by USA Climbing in accordance with a defined selection or tryout procedure that is open to all and publicly announced in advance except for domestic amateur athletic competition, which, by its terms, requires that entrants be expressly restricted to members of a specific class of athletes such as high school students, college students, members of the Armed Forces, or similar groups or categories; or
- any domestic competition or event (i.e., a camp, tryout, or trials event) organized and conducted by USA Climbing in its selection procedure and publicly announced in advance as a competition or event directly qualifying each successful competitor as an athlete representing the United States in a Delegation Event or protected international competition under the immediately preceding bullet point above.

“Ten (10)-Year Athlete Representative” means an athlete who, as of the Record Date defined in Section 5.2(e) in the case of an election or as of the date of appointment in other cases, has represented the U.S. in the (ten) Ten (10) Years prior at:

- A Delegation Event; or
- An additional elite Protected Competition as identified in the USAC AAC and the USOPC’s NGB Athlete Representation Review Working Group decision posted at www.usaclimbing.org.

Elite-level events are:

IFSC | World Championships, Paraclimbing World Championships, World Cups, Paraclimbing World Cups; FISU World University Games; USA Climbing | National Championship or Paraclimbing National Championships finalists

Eligibility to serve as a Ten (10)-Year Athlete Representative may not be obtained through events that categorize entrants in age-restricted classifications such as Youth (or, if any, “Masters,” “Seniors,” “Veterans,” or other similarly designated age-restricted competitions).

Additionally, once an athlete is elected/appointed, eligibility to serve as a Ten (10)-Year Athlete Representative runs throughout the term of the position to which the athlete was elected/appointed.

“Ten (10)-Year+ Athlete Representative” means an athlete who has, at any point but not within the past applicable ten (10)-year period before the start date of the athlete’s term, met the definition of Ten (10)-Year Athlete Representative.

For questions regarding athlete eligibility please reach out to info@usaclimbing.org.

