

**Notice of Call for Nominations**  
**Independent Director, Board of Directors**

The US Field Hockey Association is led by a governance Board of Directors and managed by an operating staff. To provide broad based visionary leadership, the USFHA strives to maintain a diversified pool of independent and non-independent candidates willing to serve on the Board. Members of the Board (with the exception of athletes and independent) are nominated to the Nominating Committee and recommended for appointment to the Board to serve four-year staggered terms under the Bylaw provisions (Article 5) shown below. Independent Directors are appointed by the Nominating Committee pursuant to Article 5.7.

USFHA seeks nominations for one (1) Independent Director to serve on the Board of Directors from January 1, 2009 to December 31, 2012. Below are the relevant Bylaw provisions. Further information can be accessed through the Association website at [www.usafielddhockey.com](http://www.usafielddhockey.com) in the section labeled "About USFHA – Governance".

**Article 5 – Board of Directors**

**5.1 General Powers.** The business and affairs of the corporation shall be governed by the Board of Directors, except as otherwise provided in these Bylaws.

**5.2 Function of the Board.** The USFHA Board of Directors shall represent the interests of the field hockey community for USFHA in the United States and its athletes by providing policy, guidance and strategic direction. The Board shall oversee the management of USFHA and its affairs, but it does not manage USFHA. The Board shall select a well-qualified and ethical Executive Director and diligently oversee the Executive Director in the operation of USFHA. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the Executive Director to manage a staff-driven organization with effective Board oversight. In addition, the Board performs the following specific functions, among others:

**5.2.1** Implements procedures to orient new Board directors, to educate all directors on the business and governance affairs of USFHA, and to evaluate Board performance.

**5.2.2** Selects, compensates, and evaluates the Executive Director and plans for management succession;

- 5.2.3 Develops policies related to planning and development of a strategic plan for USFHA and reviews and approves USFHA's strategic plan, as well as the annual operating plans, budget, business plans, and corporate performance;
- 5.2.4 Sets policy and provides guidance and strategic direction to management on significant issues facing USFHA;
- 5.2.5 Reviews and approves significant corporate actions;
- 5.2.6 Oversees the financial reporting process, communications with stakeholders, and USFHA's legal and regulatory compliance program;
- 5.2.7 Oversees effective corporate governance;
- 5.2.8 Approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- 5.2.9 Reviews and approves financial statements, annual reports, audit and control policies, and, upon the recommendation of the Finance and Audit Committee, selects independent auditors;
- 5.2.10 Monitors to determine whether USFHA's assets are being properly protected;
- 5.2.11 Monitors USFHA's compliance with laws and regulations and the performance of its broader responsibilities; and
- 5.2.12 Ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis.

**5.4 Qualifications.** Each Director of the Board of Directors must be a citizen of the United States and eighteen (18) years of age. A director need not be a resident of Colorado.

A Director shall:

1. Be a dues paying member in good standing of the USFHA;
2. Have the highest personal values, judgment and professional integrity;
3. Have demonstrated exceptional ability and judgment; and
4. Be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USFHA.

Directors shall possess understanding of athletic competition and the Olympic ideals, and have diverse experience in the key business, financial, and other challenges that face USFHA. Directors shall have a

high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport. At least one (1) of the independent directors, who shall also serve on the Finance & Audit Committee, shall have financial expertise. Directors shall inform the Nominating Committee of any changes in their employment responsibilities or other constraints on their time in order for the Nominating Committee to determine whether it is appropriate to nominate the Board Director for continuing Board service.

**5.5 Composition of the Board.** The Board shall consist of fifteen (15) Directors, composed as described below and elected in accordance with the provisions of Section 5.7 of these Bylaws. At least twenty percent (20%) of the Board shall be independent directors, and at least twenty percent (20%) of the Board shall be Athlete Directors. Upon election to the Board, Directors shall resign from affiliations they may have with any other NGB constituent groups, though they may retain their membership in the NGB.

The Board of Directors shall consist of the following persons:

**5.5.2 Independent Directors.** Three (3) independent directors (the "Independent Directors").

**5.6 Independence.** A Director shall not be considered independent for the purposes of the foregoing section if, during his/her term of service, or at any time, during the previous two years immediately preceding:

**5.6.1** The Director was employed by, or held, any paid or volunteer governance position with the USFHA, a sports governing body, a multi-sport education based organization, the FIH, the IOC, the USOC, and the PAHF.

**5.6.2** An immediate family member was employed by any of the entities or organizations stated in paragraph 1. above.

**5.6.3** The Director or his/her immediate family was affiliated or employed by the outside auditor or outside counsel to the USFHA.

**5.6.4** The Director was a member of the AAC.

**5.6.5** The Director received compensation, directly or indirectly from the USFHA, exclusive of reimbursement of normal and ordinary expenses for out-of-pocket expenditures.

**5.6.6** The Director was an officer, member of senior management, controlling shareholder of a corporation, partner of a

partnership, owner of any other business entity, or other business entity that does business with the USFHA.

- 5.6.7** The Director, or the Director's spouse, was an employee, officer, director or trustee of USFHF.
- 5.6.8** The definitions of independent as set forth above shall also be used to determine whether a person is independent for purposes other than set forth in these Bylaws; for example, when a member of a committee or task force is required to be independent.
- 5.6.9** The Nominating Committee will make the determination of whether a Director is independent, even when a specific situation or relationship has not been addressed in this section.
- 5.6.10** If the independence of a member of the Nominating Committee is questioned, the determination shall be made by the Board of Directors.

**5.7 Election and Appointment.** The Board of Directors shall be elected in the following manner:

- 5.7.2 Independent Directors.** At an appropriate time, the Nominating Committee will solicit nominations of individuals to serve as the Independent Directors to be elected, using whatever process the Nominating Committee determines to be appropriate. The nominees will be considered by the Nominating Committee, which shall appoint the Independent Director(s) to be elected from among nominated individuals considered to be independent, as that term is defined in Section 5.6.

**5.8 Terms of Service.**

- 5.8.1** Board members serve a four (4)-year term of office on a staggered basis. Board members are eligible to serve a second term but in no case may exceed two (2) consecutive four (4)-year terms. Notwithstanding, any Board member who serves for less than two (2) years in the initial term of four (4) years may serve a subsequent full four (4)-year term and be eligible for a second term. A Board member may remain in office, at the end of his/her term, until such time as a successor has been selected or elected. A Board Member elected to the position of an officer is eligible to serve his/her full term as an officer pursuant to Section 7.3.

**5.9 Director Attendance.** Directors of the Board of Directors shall be expected to attend in person all regularly scheduled Board meetings,

though for exigent circumstances a director may participate in a meeting by telephone. Directors shall be required to attend no less than one-half (1/2) of all regularly scheduled Board meetings in person.

**5.12 Conflict of Interest.** No Director or officer, member of any committee, employee, paid consultant to, or agent/representative of, the USFHA, shall participate in the negotiation, evaluation or approval of any contractual arrangement to which it is proposed that the USFHA become a part, if such individual, or a member of his/her immediate family, would financially benefit, directly or indirectly, from such arrangement. Any member of the Board, or a committee of the Board, shall, upon learning that the USFHA is proposing to enter into an arrangement in which said individual, or his/her immediate family, has a financial interest in such arrangement, shall promptly notify the Chair in writing of the existence of such interest. The Chair shall disclose such interest to the Board, and refer it to the Ethics Committee, which shall make a determination whether a conflict of interest exists.

In the event of a potential conflict of interest, the individual shall excuse himself, or herself, from formal or informal discussions related to the matter(s) and further, abstain from voting, or seeking to influence, the vote on the matter(s) or any related matters. In the event of a violation, the USFHA shall have the right to recover from the individual in question his or her financial benefit, and to void the arrangement. The USFHA Board of Directors further may subject the individual to disciplinary procedures which may include termination of membership, and/or expulsion from the Board, committee or task force.

## **End of relevant Bylaw Provisions**

### **A. General Duties of Board and Committee Members**

The USFHA Board of Directors meets up to four times per year and conducts other meetings as needed by conference call. Each Board member is assigned by the Nominating Committee to serve on one or more standing committees of the Board. Board members must be prepared to:

1. Participate in and actively contribute to achieving the mission of the organization.
2. Be conversant with the general functioning and activities of the organization.
3. Participate and actively contribute to achieving the charter of the committee.
4. Propose policies, for approval by the Board, to carry out the committee charter.

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5. Be cognizant of legal and regulatory parameters as they affect the recommendations and policies of the committee and the Board.
6. Establish and oversee strategies and policies for the fulfillment of the organization's charter.
7. Propose recommendations for action by the Board.
8. Make concise committee reports to the Board.
9. Be conversant with the work and charter of interrelated committees.
10. Support the work of the Board, committees and members.
11. Share supporting and specialized information and knowledge with committee members and the Board.
12. Review, understand, and act in accordance with the Bylaws of the organization and the policies of the Board and designated committees.
13. Safeguard the image, reputation and resources of the organization through the work of the committee.
14. Serve as a representative of the organization in a positive and supportive manner to the general public and members.
15. Safeguard the confidentiality of the organization's information as appropriate.
16. Contribute to the strategic planning for the organization.
17. Identify future prospects for the Board and committees.
18. Support the decisions of the Board and committees once agreed upon.
19. Actively engage in the stewardship of the organization.
20. Uphold the ethical considerations of Board, the standing committee(s), and the organization.

## **B. Nomination Process**

Candidates for Independent Director are nominated to and appointed by the Nominating Committee (5.7.2). Nominations for service starting January 1, 2009 must be received in full by October 24, 2008

Interested candidates for service starting January 1, 2009 must send a letter of interest detailing their ability to contribute to the work of the Board including their areas of expertise and influence, an up-to-date resume, and contact information for three people who will act as references for the candidate. The 2009 USFHA Annual Executive Director/Volunteer Disclosure Certification (posted on website with this Notice) must be signed and submitted with the aforementioned documents. Submission deadline is October 24, 2008.

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**C. Board Expenses**

USFHA funds the air or ground travel and lodging expenses of Board members to properly noticed meetings of the Board of Directors and committee and other approved activities, per the travel and meeting policies of the Board. The USFHA also funds conference calls of properly noticed conference calls of the Board of Directors. All other expenses incurred by committee members are at their sole expense unless otherwise provided for by the Board.

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The required candidate submissions (as stated above in "**B. Nomination Process**") must be received by October 24, 2008 by mail, email or fax. Send to:

Patti Marchio, Assistant Secretary of the Board  
USA Field Hockey  
1 Olympic Plaza,  
Colorado Springs, CO 80909

Phone: (719) 866-4339

Fax: (719) 632-0979

Email: [pmarchio@usafieldhockey.com](mailto:pmarchio@usafieldhockey.com)

End of Notice of Call for Nominations – Board of Directors