



AMERICAN CANOE ASSOCIATION (ACA)

POLICY TYPE: Governance
POLICY TITLE: *Independence Criteria*
ORIGINAL:

POLICY NUMBER 014
REVISION: 1
REVISED: 05/06/2022

Purpose:

The Board, pursuant to authority granted to it under Article V of the ACA Bylaws, hereby adopts this policy to set forth the criteria for determining director independence.

Director Independence:

An individual will be ineligible to serve as an independent director if, within the preceding two (2) years:

- (i) the individual was employed by or held any governance position (whether a paid or volunteer position) with the ACA, the ICF, the international regional sport entity of canoe and kayak or any sport family entity of canoe and kayak;
- (ii) an immediate family member of the individual was employed by or held any governance position (whether a paid or volunteer position) with ACA, the USOC, the ICF, any international or regional federation of canoe and kayak, or any sport family entity of canoe and kayak;
- (iii) the individual was affiliated with or employed by ACA's outside auditor or outside counsel;
- (iv) an immediate family member of the individual was affiliated with or employed by the ACA's outside auditor or outside counsel as a partner, principal or manager;
- (v) the individual was a member of any constituent group with representation on the Board;
- (vi) the individual receives any compensation from ACA, directly or indirectly; with the sole exception of athletes who may have received athlete funding from ACA.
- (vii) the individual is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with the ACA
- (viii) the individual was a member of the ACA's Athletes' Advisory Council

- (ix) The individual is the parent or close family member or coach of an athlete that has competed in a protected competition
- (x) The individual is a member of the NGB in a membership category that participates in competitions

Where the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether an individual is independent, shall be made by the Nominating Committee.

The member must maintain an independent perspective by maintaining the requirements above for their entire term and any successive term with the exception of holding any governance position with the NGB or IF and reimbursement of expenses related thereto.

In addition, the Board may adopt additional criteria from time to time, to the extent such criteria do not conflict with the above, for determining an Independent Director's eligibility to serve.

Revisions:

Revisions to this policy shall be executed and be approved by the Board of Directors. All revisions must be consistent with the prevailing ACA Bylaws. The ACA Secretary shall maintain historical versions of this document.

Revision History		
Rev	Description of Changes	Date
0	Original document – waiting USOC and ACA approval	7/30/2017
1	Document language updated for USOPC and ACA approval	5/06/2022