

USPA Governance Communication Policy

Purpose:

The USPA is committed to effective communication with its Stakeholders (defined as: Member Clubs and Registered Players, volunteer members of its Board of Governors, Committee members, wholly owned subsidiaries, professional staff) and with the wider community. This Communication Policy contains the USPA's approach and commitment to communication. The Policy is designed to ensure that the USPA provides timely and accurate information and adopts ways and means for disseminating information that are fair, timely, cost efficient and guided by corporate best practices. As there is a need to respect the time and services of the Stakeholders, all parties are asked to interact and communicate in a professional and courteous manner, as outlined below.

Governance

In summary, the United States Polo Association (USPA or Association) is governed as follows:

- The volunteer Board of Governors (BOG) governs the USPA in accordance with its Constitution, By-Laws and Policies.
- The USPA Chairman, with consent of the BOG, selects the volunteer Executive Committee (EC) of the USPA and the EC members include the USPA Officers and other members of the BOG as defined by the USPA Constitution.
- The Chief Executive Officer (CEO) of the Association reports to the Chairman of the Association.
- Committees, as approved by the BOG, have oversight over policies, procedures, services and programs as specified in the respective Committee Mission Statements.
- Each Committee has a Chairman, approved by the BOG and the Committee Chairman selects Committee members. Each Committee may include a number of subcommittees and one or more Staff members assigned to it.
- The Staff of the Association reports primarily to the CEO and also to their Committee Chair, as outlined in the BOG approved Organizational Chart.
- Committee Chairs report to the BOG through the Chairman of the USPA and communicate with the general membership and Club Delegates using the administrative email notification process via the staff person assigned to the Committee.
- The USPA wholly owns numerous subsidiaries (INC and LLCs) that have BOG approved Boards of Directors. These Boards are responsible for the oversight of these subsidiaries as outlined in their specific Operating Agreements.
- Uses of USPA email addresses by USPA Stakeholders, as approved by the BOG, (for example: Jane Doe@uspolo.org) are restricted to USPA business only.
- USPA Stakeholders are advised to refer and adhere to BOG approved USPA Policies published by the USPA concerning authorized use of Member demographic information and of USPA logos. Be advised that no individual or Club Member may use Members' demographic or contact information for commercial purposes, for mass mail, texting or emailing for USPA campaigning electioneering or any mass mail, texting or emailing for commercial or non commercial purpose.

The Committees and Staff of the Association together constitute the operations of the Association under the authority and oversight of the BOG. The BOG therefore has a duty to

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ask questions of the Committees and Staff and the Committees and Staff have an obligation to respond openly and honestly. The BOG is entitled to information that is generally available to business owners.

In an effort to ensure effective and transparent communication, the following communication process is established:

Committee and Operational LLC Communication Process:

Each Board Member that has a question or concern for a Committee or an Operational LLC shall follow the following process prior to engaging the full BOG in any written or electronic communication.

- 1) Board Member shall bring the question or comment to the Committee/LLC Chair. The Committee/LLC Chair shall respond within 5 days with a status update as to the question or comment, with a "cc" to Committee/LLC Staff.
- 2) In the event the Board Member does not receive a response or is not satisfied with the response from the Committee/LLC Chair, the Board Member may then contact the USPA Chairman with a "cc" to the USPA CEO and Committee/LLC Chair. If the USPA Chairman or CEO has not responded within 5 days or his/her response is not satisfactory, then the Board Member may request that the USPA Secretary place the question or comment on the agenda of the next scheduled Executive Committee meeting/teleconference.
- 3) In the event the Board Member continues to feel that their item has not been addressed, then the Board Member may submit their request in writing with reference to their attempts of contacting the Committee Chair/LLC and the USPA Chairman and ask that their item be included on the agenda for the next BOG meeting or a Special Meeting of the Board. This request should be directed to the USPA Secretary.
- 4) The Resolution of the Board will be the final option and decision for the Board Member.

Staff Communication Process:

Each Board Member that has a question for a Staff Member shall follow the following process prior to engaging the full Board in any written or electronic communication.

- 1) A Board Member may call or write any USPA Staff Member and ask a question about an area that is within that Staff Member's area of responsibility. However, a Board Member is not authorized to task the Staff Member. Only the CEO with primary management responsibility of the staff and / or the Committee Chairman may task USPA Staff.
- 2) In the event that USPA Staff does not respond to the Board Member within 5 days, the Board Member should call or write the relevant Committee Chairman or the CEO to address the question.
- 3) In the event the Committee Chairman or CEO is non-responsive, the Committee Communication Process above is followed.

USPA Global Licensing (GL), Inc. Communication Process:

The Board of Governors has ultimate control of all of their wholly owned LLCs, however the Board of USPA GL, Inc. has requested that sensitive items not be released outside of the

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USPA GL, Inc. Board. However, if the Majority of the USPA BOG agrees that an item is of importance, then the USPA Executive Committee will request the information from the USPA GL, Inc. Board.

- 1) A USPA Board Member with a question or comment about USPA GL, Inc. shall direct that question or comment through the USPA Chairman or USPA CEO. At the discretion of the USPA Chairman or USPA CEO, the question or comment shall be directed to the USPA GL, Inc. Chairman or CEO. The USPA GL, Inc. Chairman or CEO will respond to the USPA Chairman within 5 days with a status update as to the questions or comment. The response will be forwarded to the USPA Board Member.
- 2) In the event the USPA Board Member is not satisfied with the response, or the USPA Chairman or CEO does not forward the request to USPA GL, Inc., they may ask the USPA Executive Committee to make an additional request. If a majority of the USPA Executive Committee agrees, the information will be released to the USPA Board Member.
- 3) If the USPA Executive Committee denies the request, the USPA Board Member may request that the issue be tabled and heard at the following BOG meeting. If an issue is time-sensitive, the Chairman shall call a Special Meeting of the BOG to resolve the objection when directed by a majority of the BOG.

Confidential and Proprietary Information:

Information that the USPA considers **Confidential Information** and information that the Company owns, develops, pays to have developed or to which it has an exclusive right (**Proprietary Information**) must be treated by the USPA and all Stakeholders as follows:

1. (a) The USPA and its Stakeholders must ensure that they do not disclose any Confidential Information or Proprietary Information to any third party or other employee who does not have a valid business reason for receiving that information;
2. (b) If Confidential Information or Proprietary Information is required to be provided to third parties or other employees for valid business purposes, the USPA and its employees must: (i) take adequate precautions to ensure that information is only used for those purposes for which it is provided and is not misused or disseminated to the Company's detriment; Such precautions include obtaining a confidentiality agreement or other undertaking. Advice about these measures can be obtained from the USPA CEO; and, (ii) ensure that the information is returned or destroyed when the purpose is complete.