

MINUTES
UNITED STATES CENTER FOR SAFESPORT
December 9, 2016

Opening of Meeting

1. The meeting of the Board of Directors of the United States Center for SafeSport (USCSS) was opened on Friday, December 9, 2016, at 12:10 p.m. CST. Notice of the meeting was duly given pursuant to the USCSS Bylaws. The meeting was held in Houston, Texas.

Board Members Present (December 9, 2016)

2. The following Board members were present on Friday, December 9, 2016: Regis Becker, Dr. Angelo Giardino, Jessica Herrera-Flanigan, Reuben Jones, Julie Novak, Megan Ryther and Fran Sepler. Frank Marshall and Connie Smotek were not present.
3. Also in attendance for all of the meeting on December 9, 2016, were Shellie Pfohl (USCSS Chief Executive Officer), Malia Arrington (USCSS Chief Operating Officer), Meredith Yeoman (USCSS Community Outreach/Communications Coordinator) and Gary L. Johansen (USCSS Secretary and USOC Associate General Counsel, Legal). Steven Brewer (USOC Controller, Finance) attended part of the meeting by telephone conference call, as indicated in the minutes. Pam Sawyer (USOC Managing Director, Human Resources) attended by telephone conference call the meeting held by the Compensation Committee.

Quorum

4. Attending Board members constituted a quorum of the Board under USCSS Bylaws.

Acting Chair

5. Regis Becker chaired the meeting at the request of Frank Marshall, who was unable to attend the meeting.

Welcome

6. The Board welcomed Shellie Pfohl, as the new Chief Executive Officer.
7. The Board also thanked Malia Arrington for her services to date and welcomed her as the new Chief Operating Officer.
8. Regis Becker thanked Dr. Angelo Giardino and the Texas Children's Hospital for hosting the meeting. Dr. Giardino provided a brief historical overview of and summarized the services provided by the hospital.

Approval of Minutes

9. A motion was made and seconded to approve the Board minutes for the September 9-10, 2016, meeting. The motion passed unanimously.

Meeting Dates for 2017

10. The Board discussed proposed meeting dates and meeting locations for 2017. Meeting dates were scheduled for March 10-11 in Denver, Colorado, June 2-3 in Minneapolis, Minnesota, September 8-9 in Washington, D.C., and December 8-9 in either Tampa Bay, Florida, or Los Angeles, California.
11. The Board indicated that its meeting in December would be designated as its annual meeting.

Chief Executive Officer Report

12. Shellie Pfohl provided a brief overview of the agenda, highlighting matters requiring Board action.
13. Ms. Pfohl reported on her activities over the last month. Ms. Pfohl indicated that she had met with a number of individuals and organizations, including meeting with the leadership of the National Governing Bodies Council, the Athletes' Advisory Council and the Athlete Ombudsman's Office. Ms. Pfohl stated that she had also met with members of the United States Olympic and Paralympic Foundation and with staff of the United States Olympic Committee (USOC).
14. Ms. Pfohl reported that one of her priorities was establishing the proper foundation and infrastructure for USCSS so that it could start off on sound footing when it launches its services in 2017.

Chief Operating Officer Report

15. Malia Arrington provided an overview of her activities since the last Board meeting.
16. Ms. Arrington indicated that she has continued to work on finalizing the SafeSport Code, Grievance Procedures, Arbitration Rules, Reporting Policy, Sanctioning Guidelines and Confidentiality Policy. She has reached out to members of the Olympic and Paralympic community to obtain feedback on these documents. Various comments will be considered as she continues to revise these documents.
17. Ms. Arrington reported that she conducted a series of workshops for NGB leadership and various other representatives. She also met with members of the AAC to explain the

services to be offered by USCSS and conducted workshops for NGB insurance carriers and risk managers.

Action Plan

18. Malia Arrington reviewed the updated action plan that was distributed to the Board. Ms. Arrington indicated that the estimated launch date for offering response and resolution services is February 28, 2017.
19. Ms. Arrington provided an update on hiring or contracting with an investigator to conduct investigations of incoming SafeSport Code violations.

Arbitration Administrator

20. Malia Arrington indicated the need to designate an organization to administer arbitrations pursuant to the USCSS Grievance Procedures and Arbitration Rules. Ms. Arrington summarized the strengths and weaknesses of potential organizations. She also circulated a document indicating estimated administration and arbitrator fees for the three organizations.
21. A **motion** was made and seconded to approve JAMS as the arbitration administrator for USCSS arbitrations. The motion passed unanimously.

Committee Meetings

22. Separate meetings were then conducted by the three USCSS Standing Committees. Those Board members in attendance at the Board meeting attended. Members of the Standing Committees are as follows:
 - (a) Compensation – Regis Becker, Megan Ryther and Fran Sepler.
 - (b) Finance – Reuben Jones, Julie Novak and Connie Smotek.
 - (c) Nominating and Governance – Jessica Herrera-Flanigan and Fran Sepler.

Individuals on more than one Committee divided their time as they determined appropriate. Dr. Angelo Giardino, who heads the Fundraising Working Group, joined the Finance Committee meeting.

23. Each committee convened to discuss topics on its agenda. After meeting, the Committees reported to the Board.
24. The Compensation Committee reported that its chair would be Regis Becker. The Committee discussed a compensation and benefits package for USCSS employees.

25. The Committee indicated Pam Sawyer, USOC Managing Director, Human Resources, joined the Committee meeting by telephone conference call and provided input into compensation and benefits packages.
26. A **motion** was made and approved to accept the compensation and benefits package recommended by the Compensation Committee. The motion passed unanimously
27. The Nominating and Governance Committee reported it would prepare a competency matrix for Board members. The Committee expressed a desire to have input from all of the Board members as to the matrix. The Committee also indicated it wanted input on how to evaluate Board member performance. Fran Sepler and Jessica Herrera-Flanigan agreed to co-chair the committee.
28. The Committee also indicated it planned to consolidate all rules pertaining to governance and provide this consolidated package to Board members for their review.
29. The Finance Committee informed the Board it had reviewed the 2017 budget and that it would provide a report later in the meeting. The Committee also indicated it discussed revenue needs and resources for 2017. As Treasurer, Reuben Jones will chair this committee.
30. Each committee was asked to complete its charter for presentation at the next board meeting.

Officer Election

31. Section 3.2 of the USCSS Bylaws indicates officers shall be elected at the annual meeting of the Board. The Chair shall be elected for a term of two years and the Secretary and Treasurer shall be elected for a term of one year.
32. Since Frank Marshall's term as Board Chair does not end until December 2017, the Board confirmed that no election for Chair is necessary at this time.
33. Since Reuben Jones was elected as Treasurer on June 25, 2016, to replace Steven Brewer, and as Mr. Jones had not served a full term, the Board determined he would continue to serve as Treasurer for the upcoming 2017 term.
34. The Board next turned its attention to electing a Secretary. Megan Ryther was nominated to serve as Secretary. Ms. Ryther indicated her willingness to serve. A **motion** was made and seconded to elect Megan Ryther as Secretary. The motion passed unanimously

President and Vice President Appointments

35. The Board discussed appointing the Chief Executive Officer as President and the Chief Operating Officer as Vice President in order that certain operational functions of USCSS could be carried out by those individuals. Further, the Board believed designating the Chief Executive Officer and Chief Operating Officer as President and Vice President, respectively, would serve as recognition of their status and be useful in providing proper credentials for dealing with individuals and organizations outside USCSS.
36. A **motion** was made and seconded to appoint Shellie Pfohl as Chief Executive Officer and President. The motion passed unanimously.
37. A **motion** was made and seconded to appoint Malia Arrington as Chief Operating Officer and Vice President. The motion passed unanimously.

Budget

38. Steven Brewer, USOC Controller, Finance, joined the meeting by telephone conference call.
39. Reuben Jones opened discussions concerning USCSS's 2016 financials and the 2017 budget. Mr. Jones provided a general overview of the budget.
40. Mr. Jones addressed the Board, indicating the need for USCSS to establish internal financial controls. Mr. Jones also discussed the need for increased revenue going forward.
41. Mr. Brewer presented a forecast of revenue and expenditures for 2016. Mr. Brewer also provided a detailed review of the 2017 budget. Mr. Brewer outlined certain assumptions that had been made in preparation of the 2017 budget.
42. A **motion** was made and seconded that the Board approve the 2017 budget as presented. The motion was supported by the Finance Committee. The motion passed unanimously.
43. Mr. Brewer left the meeting.

Resolution – Banking and Financial Transactions

44. Shellie Pfohl presented a Resolution to the Board authorizing the Chief Executive Officer, Chief Operating Officer and Chief Financial Officer/Treasurer to undertake specific banking and other financial transactions, including opening and closing bank accounts, undertaking investment decisions, and filing financial registration and reporting documentation.

45. The Board discussed a slight amendment to the Resolution that would ensure certain financial controls over these activities.
46. A **motion** was made and seconded to adopt the Resolution as amended. The motion passed unanimously. A copy of the Resolution, as adopted, is attached to these minutes as Attachment A.

Fundraising

47. Shellie Pfohl led a discussion on fundraising needs and opportunities.
48. Ms. Pfohl discussed the need to set a target for 2017 fundraising. She also indicated that she and the USCSS team were working with Tom Dewar of TDEWAR, Inc. on a strategic fundraising plan.
49. The Board discussed expanding the size of the Fundraising Working Group to include individuals who are outside of USCSS.
50. The Board discussed creating a Development Committee that would consist of non-Board members.
51. The Board also discussed setting up a Foundation to serve as a fundraising arm.
52. The Board stressed that, from a governance standpoint, the Board would need to differentiate between a board committee and an advisory committee. The Board also discussed the need to have guidelines for any group that is operating under the jurisdiction of the Board.
53. The Board discussed the need to take adequate time and consider thoroughly any decision to establish a Development Committee or a Foundation.
54. Dr. Giardino brought forth the recommendation that all Board members give a contribution to the USCSS, as discussed in a previous Board meeting. He stated that it will be important to have 100% of the Board contributing as most foundations ask this question as part of the application process. The amount is less important than the fact that we have 100% of Board members contributing, and the amount from each would not be shared among the Board. All agreed, and Board members also asked staff to determine if contributions could be given online at this time.

Competencies for Future Board Members

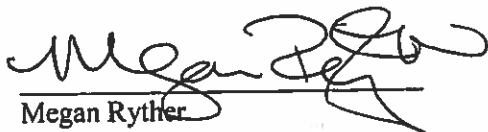
55. Fran Sepler led a discussion on qualifications for future USCSS Board members. Ms. Sepler indicated having individuals with certain expertise, competencies and experiences may benefit governance and the future success of USCSS.

56. Board members suggested qualifications and experiences that might be utilized in evaluating Board candidates. Those discussed included: sports background, financial acumen, large-scale case management expertise, knowledge of risk management, attorney/legal expertise, non-profit governance, fundraising background, NGB background, knowledge of safe sport issues, advocacy experience, crisis management, communication skills, organizational management, prevention and abuse background, justice orientation (due process/fairness/integrity), community leaders, influential individuals and effective communications skills.
57. Ms. Sepler indicated these qualifications and experiences would be further defined by the Nominating and Governance Committee to establish a process for evaluating Board candidates.
58. The Board also decided to participate in an online survey to identify those qualifications each Board member brings to the Board.

Adjournment

59. As the Board had accomplished all matters on its agenda, it determined it was not necessary to reconvene on Saturday, December 10, 2016, as originally scheduled.
60. A motion was made and seconded to adjourn the meeting. The motion passed unanimously.
61. The meeting was adjourned at 4:20 p.m. CST.

These minutes constitute a true and correct recitation of the December 9, 2016, meeting of the Board of Directors of the United States Center for SafeSport.


Megan Ryther
Secretary

Approved by the USCSS Board on March 10, 2017.

Attachments:

Attachment A – Banking and Financial Transaction Resolution

**ATTACHMENT A
UNITED STATES CENTER FOR SAFESPORT (USCSS)
BANKING AND FINANCIAL TRANSACTION RESOLUTION
FOR BOARD OF DIRECTORS ACTION**

SUBMITTED BY:

Shellie Pfohl, Chief Executive Officer

BACKGROUND INFORMATION:

Banks and financial institutions periodically request proof of express Board authorization to undertake specific banking and other financial transactions, including, without limitation, opening and closing bank accounts, undertaking investment decisions and filing financial registration and reporting documentation. This resolution expressly provides the Board's authorization of these activities for documentation purposes.

SPECIFIC ACTION REQUESTED:

BE IT RESOLVED, THAT, for the purpose of conducting the necessary business affairs of the organization, the Board of Directors confirms the authority of the Chief Executive Officer, Chief Operating Officer and Chief Financial Officer/Treasurer to open and close bank and investment accounts, to conduct appropriate daily banking and investment activities on behalf of USSCS and to execute any documents necessary to effectuate the foregoing, provided such actions are in accordance with any banking and investment guidelines and policies set by the USSCS Finance Committee.

BE IT FURTHER RESOLVED, THAT the Board of Directors confirms the authority of the Chief Executive Officer, Chief Operating Officer and Chief Financial Officer/Treasurer to approve and sign annual charitable reports on behalf of the organization and the Board of Directors.

Resolution passed by the Board of Directors at its duly called meeting held on December 9, 2016.