

MINUTES
UNITED STATES CENTER FOR SAFESPORT
December 8-9, 2017

Opening of Meeting

1. The meeting of the Board of Directors of the United States Center for SafeSport (USCSS) was opened on Friday, December 8, 2017, at 8:55 a.m. PST. Notice of the meeting was duly given pursuant to USSS Bylaws. The meeting was held in Santa Monica, California.

Board Members Present

2. The following Board members were present on Friday, December 8, 2017: Frank Marshall, Chair, Megan Ryther, Fran Sepler, Jessica Herrera-Flanigan, Angelo Giardino, Reuben Jones, and Regis Becker. Connie Smotek joined by phone. Julie Novak was absent.
3. Also in attendance for the meeting were USSS employees Shellie Pfohl (Chief Executive Officer), Malia Arrington (Chief Operating Officer), and Allyson Anthony (Administrative Specialist). Dan Hill (President, Hill Impact) and Joe Zonies (Zonies Law LLC) attended part of the meeting.

Quorum

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

Approval of the September 2017 Minutes

5. A motion was made to approve the Board minutes for the September 8-9, 2017 meeting. The motion was seconded. The motion passed unanimously.

Chief Executive Officer Report

6. Shellie Pfohl provided a review of USSS capacity, processes, practices and growth for the year of 2017.
7. Ms. Pfohl explained how to access the new board portal, discussed features, and offered insight into the selection process for Boardable.
8. Ms. Pfohl discussed the intention to produce an annual report spanning March 2017 to March 2018 to highlight USSS's first year in operation. Efforts will then be made to report on a fiscal year basis (January-December).
9. Ms. Pfohl emphasized the need to grow response and resolution as well as education and outreach.
10. Ms. Pfohl provided an update of the USSS fundraising campaign for Giving Tuesday.
11. Ms. Pfohl stated that Conflict of Interest and Confidentiality Agreements will follow a December timeline to be signed at the annual USSS Board of Directors meeting.
12. The Board discussed strategies for fundraising including social media, community foundations, and grants.
13. Dr. Giardino suggested creating an awareness presentation that could be coupled with Board member presentations to respective groups.

Chief Operating Officer Report

14. Malia Arrington provided an update of the Parent Toolkit development as supplemental follow-up resources.
15. Ms. Arrington recommended adjusting NGB invoicing based on inequalities in the usage of resources. Mr. Becker mentioned the possibility of an inhibited likelihood to report. Ms. Arrington clarified that USCSS is working with an NGB council to ensure that issue is addressed.
16. Mr. Becker inquired about cases outside the USCSS jurisdictions. Ms. Arrington explained the referral process.
17. Dr. Giardino emphasized the importance of case file security. Ms. Arrington discussed the current USCSS cloud-based security contractor and Ms. Pfohl informed the Board of the 2018 USCSS budget proposal including a security audit.

Board Nominations

18. Julie Novak and Connie Smotek were re-nominated for Board membership. A **motion** was made and seconded to approve the nominations. The motion passed unanimously.
19. Fran Sepler's nomination was tabled.

Nominating and Governance Committee Report

20. Jessica Herrera-Flanigan recommended that the Board convene a call by January 6, 2018 to consider recommendations for the NGB-designated Director seat, currently held by Fran Sepler, which expires on January 7, 2018.
21. Ms. Herrera-Flanigan discussed Officers whose initial terms were expiring. A **motion** was made and seconded to re-elect Frank Marshall as Chair (2-year term), Megan Ryther as Secretary (1-year term), and Reuben Jones as Treasurer (1-year term) of the Board. The **motion** passed unanimously.
22. The Committee recommended the appointment of Rory Verrett, Pat Harned, and Julia Clukey to serve as outside members of the Nominating and Governance Committee. Motion made and seconded. The motion passed unanimously.
23. Mr. Becker created discussion that Ms. Harned would require approval from her Board of Directors before accepting her nomination.
24. A **motion** was made and seconded to accept the Committee recommendations on the amendment to the bylaws. The motion passed unanimously.
25. A **motion** was made and seconded to create an Audit Committee. The motion passed unanimously.
26. The Committee recommended the appointment of Jon Fish and Stu Stroller to the Audit Committee. Motion made and seconded. The motion passed unanimously.

27. Megan Ryther, Regis Becker, and Jessica Herrera-Flanigan volunteered to serve on the Audit Committee. A **motion** was made and seconded to appoint Ms. Ryther, Mr. Becker, and Ms. Herrera-Flanigan. The motion passed unanimously.
28. The Committee recommended the appointment of Cindy Sisson and George Hirthler to the Fundraising Advisory Board. Motion made and seconded. The motion passed unanimously.

Compensation Committee Report

29. Mr. Becker presented the USCSS Compensation Program to the Board, emphasizing a philosophy based on competitive salaries, benefits, and professional development.
30. A **motion** was made and seconded to approve the Compensation Program. The motion passed unanimously.

Treasurer & Finance Committee Report

31. Reuben Jones recommended, on behalf of the Finance Committee, the approval of the Finance Committee Charter.
32. A **motion** was made and seconded to approve the Charter. The motion passed unanimously.
33. Mr. Jones recommended the approval of the proposed Accounting Policies & Procedures.
34. A **motion** was made and seconded to approve the Accounting Policies & Procedures. The motion passed unanimously.
35. The Board discussed the Travel, Meeting, and Expense Policy. Minor edits were made. Pending the stated amendments, a **motion** was made and seconded to approve the Travel, Meeting, and Expense Policy. The motion passed unanimously.
36. Mr. Jones presented the Year End Projection Report noting one hundred percent contributions from the US Olympic Committee and NGBs have been received.
37. A **motion** was made and seconded to accept the 2017 year-end financials. The motion passed unanimously.

2018 Budget

38. Ms. Pfohl presented the 2018 Annual Budget to the Board.
39. Ms. Herrera-Flanigan expressed some concern regarding the six-month tenure proposed for salary increases. The Board decided to change tenure requirement to nine months.
40. Ms. Herrera-Flanigan suggested seeking airline partnerships to save on travel expenses.
41. Pending the salary increase tenure amendment, a **motion** was made and seconded to approve the 2018 budget. The motion passed unanimously.

2018 Meeting Dates

42. The Board confirmed the previously discussed dates for the 2018 Board Meetings. The dates and locations are as follows: March 9-10, 2018 in Denver, Colorado; June 22, 2018 virtual meeting;

September 12-13, 2018 in New York City, New York; December 13-14, 2018 in Denver, Colorado (tentative).

Executive Session

- 43. The Board entered Executive Session.
- 44. After meeting in Executive Session, the Board reconvened in regular session.

Adjournment

- 45. A **motion** was made and seconded to adjourn the meeting. The motion passed unanimously.
- 46. The meeting was adjourned at 1:34 p.m. PST.

Reconvening of Meeting

- 47. The Board reconvened at 10:11 a.m. PST on Saturday, December 9, 2017.

Board Members Present (December 9, 2017)

- 48. The following Board members were present on Saturday, December 9, 2017: Frank Marshall, Chair, Regis Becker, Reuben Jones, Megan Ryther, Fran Sepler, Jessica Herrera-Flanigan, and Angelo Giardino.
- 49. Also in attendance for the meeting on Saturday, December 9, 2017 were Malia Arrington, Shellie Pfohl, Allyson Anthony, and Lauren Croucher.

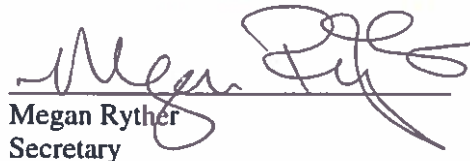
General Discussion

- 50. Ms. Herrera-Flanigan requested an additional board member to serve on the Nominating and Governance Committee.
- 51. A **motion** was made and seconded to appoint Ms. Ryther as temporary committee member. The motion passed unanimously.

Adjournment

- 52. The meeting adjourned at 10:12 a.m. PST.

These minutes constitute a true and correct recitation of the December 8-9, 2017 meeting of the Board of Directors of the United States Center for SafeSport.


Megan Ryther
Secretary

Approved by the USCSS Board on March 9, 2018