

**MINUTES  
UNITED STATES CENTER FOR SAFESPORT  
MARCH 18-19, 2016**

**Opening of Meeting**

1. The meeting of the Board of Directors of the United States Center for SafeSport (USCSS) was opened on Friday, March 18, 2016, at 9:30 a.m. MDT. Notice of the meeting was duly given pursuant to the USSS Bylaws. The Meeting was held in Colorado Springs, Colorado.

**Board Members Present (March 18, 2016)**

2. The following Board members were present on Friday, March 18, 2016: Regis Becker, Reuben Jones, Frank Marshall, Julie Novak, Megan Ryther, Fran Sepler and Connie Smotek. Angelo Giardino and Jessica Herrera-Flanigan were not present.
3. Also in attendance for all of the meeting on March 18, 2016, were Malia Arrington, (USCSS Acting CEO – USOC Senior Director, Ethics and Safe Sport, Ethics and Safe Sport), Meredith Yeoman (USCSS Community Outreach/Communication Coordinator), Gary L. Johansen (USCSS Secretary and USOC Associate General Counsel, Legal), Steven Brewer (USCSS Treasurer and USOC Controller, Finance) and Chad Sunderland (USOC Director of Business Intelligence, Strategic Planning. Steve Penny, (USA Gymnastics Chief Executive Officer) and Catherine Raney-Norman, (Speedskating Olympian and Vice Leadership of the USOC AAC) were present for part of the meeting as indicated in the minutes.

**Quorum**

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

**Guest Speaker**

5. Steve Penny joined the meeting.
6. Mr. Penny spoke on the challenges that were presented to USA Gymnastics in providing a safe sport environment. He also recited some of his experiences dealing with safe sport issues. He indicated his support for USSS and thanked the Board for contributing their expertise, time and services in this important endeavor.
7. Steve Penny left the meeting.

**Meeting Objectives**

8. Malia Arrington outlined three broad objectives for the Board meeting. They are: (i) identify a path to launch a viable, sustainable company in nine months, (ii) discuss

fundamental elements for a successful business plan and (iii) discuss revenue diversification strategies.

### **Approval of Minutes**

9. A **motion** was made and seconded to approve the Board minutes for the January 28-29, 2016, meeting. The motion passed unanimously.

### **Confidentiality Policy**

10. At its January 28-29, 2016, meeting the Board had requested that the Confidentiality Policy presented at that meeting be redrafted to clarify certain policy terms. Malia Arrington presented a redrafted Confidentiality Policy for the Board's consideration. The redrafted Confidentiality Policy is attached as **Attachment A**.
11. A **motion** was made and seconded to approve the redrafted Confidentiality Policy. The motion passed unanimously.
12. Ms. Arrington indicated that the Confidentiality Policy would be circulated to each Board member for signature.

### **Update**

13. Malia Arrington provided an update on some of her activities since the January 28-29, 2016, meeting.
14. Ms. Arrington indicated that she provided the USOC Board with USCSS's progress in getting up and running. She indicated that Bob Wood, a USOC Board member, may be willing to serve as a liaison between the USOC Board and the USCSS Board.
15. Ms. Arrington also reported that she participated in a number of meetings concerning USCSS funding. This included meeting with professional sports leagues and governmental agencies. Ms. Arrington also indicated that Christine Walshe, USOC Vice President, Principal Gifts & Board Relations, Development Department, will support the USCSS fundraising efforts. Ms. Walshe is scheduled to attend the June USCSS Board meeting.

### **Launch Plan**

16. Malia Arrington presented a launch plan for USCSS for the period April 1 to October 31, 2016. The plan included setting bench marks for finalizing a market strategy, for approving policies and procedures and for hiring key office staff and securing office space. Ms. Arrington also identified two factors that would indicate USCSS's initial success. The first was establishing a sound reputation and gaining stakeholders trust.

The second was developing strategic partnerships and collaborations within the sporting industry.

### **Vision and Mission**

17. Chad Sunderland led a discussion on the vision and mission of USCSS. Mr. Sunderland explained that a vision statement outlines what a company wants to be in the future and that a mission statement describes what a company wants to do now.
18. The Board provided input into draft vision and mission statements. The Board requested that a revised draft of the vision and mission statements be provided at the June Board meeting.

### **Guest Speaker**

19. Catherine Raney-Norman joined the meeting.
20. Ms. Raney-Norman spoke of her background and provided information on the USOC Athletes' Advisory Committee. She indicated her appreciation of the efforts of USCSS to tackle a very real and important issue confronting the sporting community. Ms. Raney-Norman also voiced her hopes that USCSS would provide needed education for participants and parents and would successfully investigate and adjudicate alleged safe sport violations.
21. Ms. Raney-Norman left the meeting after her presentation.

### **Customers and Strategic Partners**

22. Malia Arrington and Chad Sunderland led a discussion on organizations that could serve as customers or key partners with USCSS. The following groups were discussed: (i) non-profits with similar missions, (ii) professional leagues, (iii) governmental agencies and (iv) research organizations.
23. The Board also discussed what services or value USCSS could provide to those organizations. The following were discussed: (i) outreach and education, (ii) training and (iii) resolution of alleged safe sport violations.

### **Appointment of Acting Chair**

24. Frank Marshall indicated that because of a prior commitment he would not be able to attend the meeting on Saturday, March 19, 2016. He appointed Malia Arrington to chair the March 19 meeting.

### **Adjournment and Reception**

25. The Board adjourned its meeting at 3:15 p.m. MDT. The Board stated it would reconvene at 9:00 a.m. MDT Saturday, March 19, 2016.
26. Immediately after adjournment a reception was held for the Board attended by individuals associated with the Olympic/Paralympic sports community.

### **Reconvening of Meeting**

27. The Board reconvened at 9:00 a.m. MDT on Saturday, March 19, 2016.

### **Board Members Present (March 19, 2016)**

28. The following Board members were present on Saturday, March 19, 2016: Regis Becker, Reuben Jones, Julie Novak, Megan Ryther, Fran Sepler and Connie Smotek. Frank Marshall, Angelo Giardino and Jessica Herrera-Flanigan were not present.
29. Also in attendance for all of the meeting on March 18, 2016, were Malia Arrington, Meredith Yeoman, Gary L. Johansen, and Steven Brewer.

### **Market Brand**

30. Malia Arrington led a discussion on branding issues confronting USCSS. She indicated that outside consultants retained by USCSS had indicated that "Center for Safe Sport" may be confusing in the market place and that renaming USCSS might be beneficial. One possibility suggested would be "Center for Excellence in Sport."
31. The Board divided into two groups to discuss naming possibilities. The two groups reported back on their discussions. The Board discussed various thoughts concerning three areas: i) the company name, ii) an initiative name and iii) a tagline.
32. The Board directed Ms. Arrington to discuss this further with the outside consultant and report back to the Board at the June meeting.

### **Services**

33. Malia Arrington provided an overview of the services to be provided by USCSS. They fall into three areas: i) outreach and education, ii) intake and case management and iii) training.
34. The Board discussed the scope of those services and how they could be accomplished.

## **Policies and Procedures**

35. Malia Arrington indicated that a number of policies and procedures had been drafted for further review. They include:
- (a) Grievance Procedures;
  - (b) AAA Procedures;
  - (c) Safe Sport Code;
  - (d) Confidentiality Policy;
  - (e) Reporting Policy; and,
  - (f) Sanctioning Guidelines.
36. Ms. Arrington explained that a change to the commercial AAA Procedures would have to be approved by the USOC Athletes' Advisory Council and the USOC National Governing Bodies Council, or if not approved by those two councils, then approved by a two-thirds vote of the USOC Board of Directors.
37. Ms. Arrington recommended that the policies and procedures be circulated to stakeholders for review and comment. The Board could then revise them as necessary and advisable. Ms. Arrington anticipated that completion of the review, comment and revision process would take until the fall of 2016. The Board indicated its desire that if changes were made to the policies and procedures after circulation, stakeholders be provided with the reasoning for the changes.
38. The Board generally discussed the investigation and adjudication process and the requirement that there be an opportunity for arbitration.
39. A **motion** was made and seconded to circulate the policies and procedures for review and comment. The motion passed unanimously.

## **Funding and Revenue**

40. Malia Arrington led a discussion on funding and revenue sources. She outlined a five-year revenue and funding plan for USCSS. She also recommended adoption of a Corporate Donor Policy.
41. The Board discussed the Corporate Donor Policy. One aspect of the Policy is that it restricts contributions from a corporate sponsor to no more than 10% of the Center's operating budget per year. After discussion, the Board determined to raise this limitation to 15%.
42. A **motion** was made and seconded to approve the Corporate Donor Policy, as revised. The motion passed unanimously. The Corporate Donor Policy as approved is attached as **Attachment B** to these minutes.

43. The Board discussed potential funding sources. These sources include: (i) corporations, (ii) individuals, (iii) federal grants, (iv) foundations and (v) non-profit organizations.
44. The Board discussed possible services that it could provide that would bring in revenue. These included offering a safe sport tool kit and developing policies and procedures for organizations dealing with safe sport issues.
45. The Board discussed possible target customers for these services.

### **Resources Overview**

46. Steven Brewer provided an overview of needed revenue to meet forecasted expenses through December 31, 2016. The major expenses included salaries and benefits, website development and insurance. Additionally, Mr. Brewer set out a cash flow projection for USCSS. Mr. Brewer emphasized that his analysis is based on a number of estimates, which will have to be monitored and refined as USCSS moves forward.
47. The Board generally discussed the financial data provided by Mr. Brewer and recognized that financial challenges exist for USCSS that must be attended to by the Board.

### **Leadership and Staffing**

48. Malia Arrington stated that USCSS's Bylaws provide for four officer positions: (i) Chair of the Board, (ii) Treasurer, (iii) Secretary and (iv) Chief Executive Officer. Ms. Arrington described the duties of each position. She also indicated the term limits for each position, except for that of Chief Executive Officer who will serve during his or her employment with USCSS. The Board determined to revisit this issue at its June meeting with the goal of determining who should fill the roles of Chair of the Board, Treasurer and Secretary.
49. Ms. Arrington stated that USCSS's Bylaws provide for three standing committees: (i) Nominating and Governance, (ii) Finance and (iii) Compensation. The Board discussed the need for and responsibilities of each of these committees. Further, the Board discussed whether to fill these committees at the June Board meeting.
50. Ms. Arrington provided an overview of possible key hires for USCSS. Those possible key hires include: (i) a Chief Executive Officer, (ii) a Chief Operating Officer, (iii) a Development Director, (iv) an Investigator or Investigators and (v) a Communications Coordinator. The Board discussed the skill set needed for each. The Board also discussed the time frame for when each of these staff positions would need to be filled.

### **Company Infrastructure**

51. Malia Arrington indicated that once USCSS is staffed there will be a need for payroll management. Also a benefits plan will have to be determined. Ms. Arrington presented a Compensation Philosophy for consideration by the Board. The Board determined that this was an issue for the Compensation Committee and referred the matter to that Committee once seated.
52. Ms. Arrington reported on her research concerning locating the offices of USCSS in Denver, Colorado. The Board decided to discuss the issue of office location further at its June Board meeting.
53. Ms. Arrington led a discussion regarding USCSS's needs associated with: (i) a 24-hour hotline and (ii) a case management system. The Board discussed the requirements associated with each of these needs as well as the use of various case management software. Ms. Arrington also discussed the need for information technology support.
54. Ms. Arrington indicated that USCSS's Bylaws provide for the formation of Advisory Boards. Two Advisory Boards were discussed: (i) Programmatic (providing guidance related to personal safety) and (ii) Sport (increasing partnerships and external visibility). The Board discussed the benefits and detriments of having Advisory Boards. The Board asked Ms. Arrington to provide more information regarding Advisory Boards at the June Board meeting.

### **Executive Session**

55. The Board went into Executive Session to discuss USCSS staffing needs.

### **Adjournment**

56. A **motion** was made and seconded to adjourn the meeting. The motion passed unanimously.
57. The meeting was adjourned at 3:15 p.m. MDT.

These minutes constitute a true and correct recitation of the March 18-19, 2016, meeting of the Board of Directors of the United States Center for SafeSport.

A handwritten signature in black ink, appearing to read "Gary L. Johansen", written over a horizontal line.

Gary L. Johansen  
Secretary

Approved by the USCSS Board on June 24, 2016.

Attachments:

- Attachment A – Confidentiality Policy
- Attachment B – Corporate Donor Policy



**CONFIDENTIALITY POLICY AND STATEMENT  
OF  
UNITED STATES CENTER FOR SAFESPORT**

As a member of the board of directors, I recognize that I owe a fiduciary duty of care to the United States Center for SafeSport, a Colorado nonprofit corporation (“USCSS”). This includes a duty of confidentiality. “Confidential Information” is any and all information disclosed to or known by members of the board of directors, as a consequence of serving on the board of directors, that is not generally known by or available to the public. Information is considered to be “not generally known” unless it has been publicly disseminated, for example, through the issuance of a press release or disclosure in a national or other broadly disseminated news service. Confidential Information can include, but is not limited to, the following:

- case file information;
- personnel information;
- financial information;
- discussions, deliberations and other information relating to operational matters; and
- information entrusted to USCSS in confidence by third parties.

All Confidential Information that I receive in connection with my service on the board of directors will be treated with strict confidentiality. Except as authorized by USCSS, or as required by law, Confidential Information will not be shared with anyone other than the officers, directors, employees, and authorized agents of USCSS. I will direct any questions regarding my confidentiality obligations to the Chair of the board of directors, or other members of the board of directors in the case of a conflict of interest.

Signed: \_\_\_\_\_

Name/Title (printed): \_\_\_\_\_

Date: \_\_\_\_\_

## **U.S. CENTER FOR SAFE SPORT CORPORATE DONATIONS POLICY**

### ***Introduction***

The U.S. Center for Safe Sport accepts donations from business corporations and their foundations to support its work. However, the Center's capacity to speak with authority and fairness on issues involving misconduct, abuse or violence in sport must not be compromised by acceptance of funds or other relationships with these entities. To ensure that such support does not in fact or appear to compromise the Center's independence, we have established the following guidelines on donations from business corporations and their foundations. Acceptance of such donations does not constitute or imply any endorsement of the donor's policies.

### ***Guidelines***

The Center may accept donations or other funding from business corporations or their foundations provided that the total donations from that entity, which are intended to be expended in any fiscal year, do not exceed 15% of the Center's operating budget for that year.

The Center reserves the right to refuse donations from business corporations or their foundations whose activities may be in conflict with the goals or work of the Center or whose activities may limit the Center's ability to pursue its goals or work.

Donors may not use the Center logo without the prior written consent of the Center.

### ***Qualifications***

We do not consider the following to be donations or funding from business corporations or their foundations:

- Private sector donations that are generally available to non-profit organizations irrespective of their mission (e.g., non-profit or hardware discounts, advertising space)
- Donations from corporate employee matching gift programs regardless of the corporate sponsor
- Pro bono or low bono services to those seeking support through the Center in connection with allegations of abuse