

U.S. Center for SafeSport Board of Directors (“Board”)

May 29, 2020

Meeting Minutes

Time: 9:03am

**In Attendance:** Frank Marshall (Chair), Regis Becker, Angelo Giardino, Jessica Herrera-Flanigan, Julie Novak, Megan Ryther, Connie Smotek, Pat Harned, Reuben Jones, Autumn Ascano, Ju’Riese Colon, Jen Cope, Jackie Gonzalez, Katie Hannah, Ryan Lipes, Jon Fish

Outside Guests: Ann Hinkins (Plante Moran), Joe Zones (Zonies Law LLC), and Dan Hill (Hill Impact)

### **Opening**

Mr. Marshall opened the meeting and welcomed the group at 9:03am MST.

Ms. Colon completed roll call and welcomed Ms. Ascano to the B. Ms. Ascano briefed the Board on her background.

Ms. Colon presented and reviewed the agenda for the day.

Consent agenda items were presented to include February 2020 minutes and CEO report.

A **motion** was made by Mr. Becker and seconded by Mr. Jones to approve the consent agenda. The motion passed unanimously.

### **Quorum**

Attending Board Members constituted a quorum of the Board under U.S. Center for SafeSport bylaws.

### **Discussion: COVID-19 Update**

Ms. Colon shared COVID-19 impact and planning, including reduction in reports, training impact, travel restrictions, audit impact, financial implications, and staffing plans. Ms. Colon also shared that the new remote work environment was successful and discussed long-term space needs.

Ms. Cope detailed return to work planning and enhanced safety protocols to include office scheduling, face masks, social distancing, closing of conference rooms, and symptom checklist requirements for staff.

Ms. Colon reviewed the importance of preparing for possible impacts of COVID-19 in 2021.

**Discussion: Legislative Update**

Ms. Hanna reviewed the progress of Senate Bill 2330. Ms. Hanna discussed hurdles and next steps in moving the bill forward.

Ms. Hanna reviewed DOJ grant funding and the recent application progress for fiscal year 2020-21.

Mr. Giardino and Ms. Hanna left the meeting.

Action Items: None

**Discussion: Finance Committee**

Mr. Jones (Chair) provided a recap of the Finance Committee meeting.

Ms. Cope updated the Board on effects of COVID-19 and changes in finance and operations over the last two months.

Ms. Cope reviewed revenue changes to include DOJ grant, NGB agreements and progression to 2021.

Ms. Cope reviewed the 2020 Q1 financial report dated April 20, 2020 and updated the Board on changes made to this document due to COVID-19 and steps taken to contingency plan.

Ms. Cope provided a high-level overview of the Statement of Financial Position.

Ms. Cope reviewed the expense portion of the Q1 financial update to include compensation and benefits, travel, professional fees, technology, insurance, and rent.

Mr. Giardino returned to the meeting.

Ms. Cope presented the 2020 revised budget and reviewed changes. Ms. Cope reviewed the budget chart and noted variances.

A **motion** was made by Mr. Giardino and seconded by Ms. Ryther to approve the 2020 Revised Budget. Motion passed unanimously.

Ms. Cope reviewed the Operating Reserve Policy to include purpose of funds and calculations.

Ms. Harned recommended amending the Operation Reserve Policy to include a long-term goal of maintaining 12 months of operating reserves.

A **motion** was made by Ms. Ryther and seconded by Mr. Giardino to approve the Operating Reserve Policy with amendments. Motion passed unanimously.

Action Items: Ms. Cope will review and update Operating Reserve Policy goals.

Ms. Cope reviewed the Minnesota Fundraising application.

A **motion** was made by Mr. Becker and seconded by Ms. Harned to accept Minnesota Fundraising application. Motion passed unanimously.

#### **Discussion: Audit Committee**

Mr. Fish (Chair) and Ms. Hinkins joined the meeting.

Mr. Fish reviewed the agenda for the Audit Committee and introduced Ms. Hinkins from Plante Moran.

Ms. Hinkins shared an overview of the audit process and results with the Board.

Ms. Hinkins left the meeting.

Mr. Fish detailed the Statement of Financial Position budget sheet. Mr. Fish reviewed assets, receivables, net assets, and importance of reviewing and planning for potential collectability issues.

Mr. Fish reviewed functional expenditures and recommended wording changes for Audit and Compliance to limit confusion between the Center's programmatic audit and compliance team and the annual financial audit.

Mr. Fish reviewed new accounting policies and revenue recognition.

Mr. Fish reviewed the capitalized software and liquidity, cash position, concentration risks, reserves, and solutions the Center has implemented.

Mr. Fish discussed the A-133 requirements and regulations.

Action Items: None

Mr. Fish left the meeting.

Mr. Lipes joined the meeting.

### **Discussion: Nominating and Governance Committee**

Ms. Herrera-Flanigan (Chair) reviewed open Board positions.

The Board discussed edits to section 2.15 of the U.S. Center for SafeSport Bylaws.

A **motion** was made by Mr. Jones and seconded by Mr. Becker to amend the bylaws to strike the first sentence of Section 2.15, regarding Standing Committees, to eliminate the requirement that standing committees consist only of members of the Board. Motion passed unanimously.

The Board discussed board giving requirements and potentially modifying U.S. Center for SafeSport Bylaws to include giving requirements.

Action Item: Center will provide Ms. Herrera-Flanigan with the list of Board giving this year.

Action Item: Center will review donation site and credit card payment options.

Action Item: Ms. Harned will share sample Board-Giving Policies with the Nominating and Governance Committee.

Action Item: Committee will review the U.S. Center for Safesport Bylaws and recommend edits to the Board.

### **Discussion: Strategic Planning**

Ms. Colon discussed the strategic planning process, progress, and timelines.

Ms. Cope and Jaclyn Gonzalez left the meeting.

Action Item: Ms. Colon will share updated strategic planning document with the Board no later than the week of July 6, 2020.

### **Executive Session**

Board entered executive session at 12:46 PM MST.

A **motion** was made by Mr. Becker and seconded by Mr. Jones to adjourn the meeting. Motion passed unanimously.

Meeting Adjourned at 1:35 PM MST.