

U.S. Center for SafeSport Board of Directors (“Board”)
December 4, 2020
Meeting Minutes
Time: 9:02am MST

In Attendance: Frank Marshall (Board Chair), Regis Becker, Angelo Giardino, Jessica Herrera-Flanigan, Julie Novak, Megan Ryther, Connie Smotek, Pat Harned, Reuben Jones, Kimberly Fields, April Holmes, Jon Fish, Andrew Allan, Ju’Riese Colon, Jen Cope, Katie Hanna, Ryan Lipes, Hannah Hinton, Heather O’Brien, Fred Roselli, Martha Van Gelder, Jee Grover

Outside Guests: Joe Zonies (Zonies Law LLC), Dan Hill (Hill Impact)

Opening

Mr. Marshall opened the meeting and welcomed the group at 9:02am MST.

Ms. Colon completed roll call and welcomed Kimberly Fields and April Holmes to the Board. Both members briefed the Board on their backgrounds.

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

Consent agenda items were presented to include August 2020 minutes, CEO report, and the Conflict of Interest Form.

A **motion** was made by Ms. Smotek 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 discussed ongoing COVID protocols, including ongoing remote work and modified office hours. Protocols and practices will continue to be monitored and modified as needed based on guidance from local health officials.

Action Items: None

Discussion: Audit Committee

Mr. Fish (Audit Committee Chair) joined the meeting at 9:11am MT.

Mr. Fish discussed the upcoming audit and gave a high-level overview of the financials.

Mr. Fish discussed enterprise risk management and recommended establishing a risk management committee at the staff and board levels.

Mr. Fish detailed the Statement of Financial Position and discussed the importance of reviewing and planning for potential collectability issues.

Action Items: Center staff will develop a proposed structure for the staff-led risk management committee and will present at the February 2021 Audit Committee meeting.

Mr. Fish left the meeting at 9:37am MT.

Discussion: Legislative Update

Mr. Lipes joined the meeting at 9:45am MT-

Ms. Hanna discussed the passage of Senate Bill 2330 and how the Empower Olympic, Paralympic, and Amateur Athletes Act of 2020 will impact the Center. Mr. Lipes discussed the legal implications of the new law, including additional due process provisions.

Action Items: None

Discussion: Minor Athlete Abuse Prevention Policies (MAAPP)

Ms. Van Gelder joined the meeting.

Ms. Hanna and Ms. Hinton discussed the MAAPP, updates that were made, and the roll-out strategy to NGBs, athletes, and the general public.

Action Items: None

Ms. Hanna and Ms. Hinton left the meeting.

Discussion: Finance Committee

Mr. Jones (Treasurer) discussed the Q3 financials and the 2021 budget proposal.

Ms. Cope reviewed the statement of financial position, our cash on hand, operating reserves, grants receivable, property and equipment/assets as well as liabilities and net assets.

Ms. Cope discussed sunsetting the bonus program and cost of living increases for staff.

Action Items: Ms. Cope to share an updated draft of the operating reserve policy during the next Finance Committee meeting.

A **motion** was made by Mr. Giardino and seconded by Mr. Jones to approve the 2021 Budget. Motion passed unanimously with amendment to increase amount of 2021 reserves to \$2MM.

Action Items: Ms. Cope will update 2021 budget to reflect reserves adjustment.

Discussion: Nominating and Governance Committee

Ms. Herrera-Flanigan (Nominating and Governance Committee Chair) gave an overview of the committee assignments, proposed changes to committee leadership, board and officer renewals, and new members.

Ms. Herrera-Flanigan also discussed success planning and potentially adding a Vice Chair position.

A **motion** was made by Mr. Becker and seconded by Ms. Novak to appoint a Vice Chair. Motion passed unanimously.

Action items: Nominating and Governance Committee will draft the terms of the Vice Chair position and present at next board meeting.

A **motion** was made by Mr. Becker and seconded by Ms. Smotek to appoint Ms. Herrera-Flannigan as Board Chair. Motion passed unanimously. This will be a 2-year term.

A **motion** was made by Ms. Smotek and seconded by Mr. Becker to re-appoint Mr. Jones as Treasurer. Motion passed unanimously.

A **motion** was made by Mr. Jones and seconded by Ms. Harned to re-appoint Ms. Ryther as Secretary. Motion passed unanimously.

A **motion** was made by Mr. Jones and seconded by Ms. Smotek to appoint Ms. Wheeler as an At-Large Board Member. Motion passed unanimously.

A **motion** was made by Mr. Becker and seconded by Mr. Giardino to appoint Ms. Novak, Ms. Smotek, and Ms. Harned for another 3-year Board term. Motion passed unanimously.

Action items: None

Ms. Herrera-Flanigan discussed the Board committee assignments that require votes.

A **motion** was made by Mr. Becker and seconded by Mr. Giardino to re-appoint Mr. Fish as Chair of the Audit Committee. Motion passed unanimously.

A **motion** was made by Ms. Harned and seconded by Ms. Ryther to re-appoint Mr. Stoller to the Audit Committee. Motion passed unanimously.

A **motion** was made by Mr. Jones and seconded by Mr. Becker to re-appoint Ms. Harned to the Audit Committee. Motion passed unanimously.

A **motion** was made by Mr. Giardino and seconded by Ms. Ryther to appoint Mr. Becker to the Audit Committee. Motion passed unanimously.

A **motion** was made by Ms. Ascano and seconded by Ms. Ryther to re-appoint Mr. Jones as Chair of the Finance Committee. Motion passed unanimously.

A **motion** was made by Mr. Jones and seconded by Ms. Fields to appoint Ms. Holmes to the Finance Committee. Motion passed unanimously.

A **motion** was made by Ms. Holmes and seconded by Ms. Harned to re-appoint Ms. Smotek to the Finance Committee. Motion passed unanimously.

A **motion** was made by Mr. Jones and seconded by Mr. Becker to appoint Ms. Fields to the Finance Committee. Motion passed unanimously.

A **motion** was made by Ms. Holmes and seconded by Ms. Harned to appoint Ms. Novak as Chair of the Nomination and Governance Committee. Motion passed unanimously.

A **motion** was made by Mr. Jones and seconded by Ms. Ryther to appoint Ms. Wheeler to the Nomination and Governance Committee. Motion passed unanimously.

A **motion** was made by Ms. Smotek and seconded by Ms. Ryther to appoint Mr. Elloy to the Nomination and Governance Committee. Motion passed unanimously.

A **motion** was made by Mr. Giardino and seconded by Ms. Harned to re-appoint Mr. Becker as Chair of the Compensation Committee. Motion passed unanimously.

A **motion** was made by Ms. Novak and seconded by Ms. Fields to re-appoint Ms. Ryther to the Compensation Committee. Motion passed unanimously.

A **motion** was made by Ms. Ryther and seconded by Ms. Smotek to appoint Mr. Giardino to the Compensation Committee. Motion passed unanimously.

A **motion** was made by Mr. Jones and seconded by Ms. Novak to appoint Ms. Ascano to the Compensation Committee. Motion passed unanimously.

Ms. Herrera-Flanigan discussed the need for new Board committees, next steps and reporting structures.

Ms. Herrera-Flanigan discussed creating an Ethics & Compliance committee and identifying an ethics officer.

Action item: Mr. Becker and Ms. Harned will work with Nominating and Governance Committee to develop a plan for this committee and the reporting structure.

A **motion** was made by Ms. Smotek and seconded by Mr. Giardino to create the Ethics & Compliance committee.

Ms. Herrera-Flanigan discussed creating a permanent Research & Evaluation committee later in 2021 or early 2022.

Action item: The Nominating and Governance Committee will work on the updates to the bylaws.

A **motion** was made by Ms. Novak and seconded by Mr. Becker to create the Research & Evaluation committee.

Ms. Herrera-Flanigan discussed creating a permanent Development & Fundraising committee.

Action item: The Nominating and Governance Committee will work on the updates to the bylaws

A **motion** was made by Ms. Smotek and seconded by Ms. Novak to create the Development & Fundraising committee.

Ms. Herrera-Flanigan discussed creating an Enterprise Risk Management committee.

Action item: Center staff will draft a plan for this internal committee to present at the next Audit committee meeting.

Ms. Herrera-Flanigan discussed Board engagement and responsibilities.

Action items: Nominating and Governance Committee Chair, Ms. Novak, will create a presentation for new and current Board members to discuss the bylaws and duties and will be presented to the Board annually.

Ms. Herrera-Flanigan discussed Board expansion.

Action item: The Nominating and Governance Committee will work with a Board engagement and governance expert to determine our next steps and best approach and then come to the next Board meeting with their recommendations.

The Board discussed Board giving requirements for the year.

Action Item: None

Discussion: Compensation Committee

Ms. Cope discussed the staff performance evaluations and salary reviews.

Ms. Colon, Mr. Zonies, Ms. Calkins, Ms. O'Brien, and Ms. Cope left the meeting.

Board entered executive session at 1:55 PM MST.

Board ended executive session at 2:45 PM MST.

Ms. Colon, Mr. Zonies, Ms. Calkins, Ms. O'Brien, and Ms. Cope re-joined the meeting.

Discussion: Media Update

Mr. Hill, Ms. Van Gelder, Mr. Roselli, Mr. Lipes, Ms. Hanna and Mr. Allan joined the meeting.

Mr. Hill gave a recap of the year and discussed the plan for the upcoming year. He discussed the transformation that the Center has made over the last three years.

Action Items: None.

Mr. Hill, Ms. Van Gelder, Mr. Roselli, Ms. Hanna and Mr. Allan left the meeting.

Mr. Grover joined the meeting.

Executive Session

Board entered executive session at 3:17 PM MST.

Board ended executive session at 4:00 PM MST.

Discussion: Strategic Planning

Ms. Colon discussed the strategic plan for 2021-2023 and key actions to continue to support the organizational growth.

Action Item: None.

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

Meeting Adjourned at 4:17 PM MST.