

U.S. Center for SafeSport Board of Directors (“Board”)
February 12, 2021
Meeting Minutes
Time: 9:02am MST

In Attendance: Jessica Herrera-Flanigan (Board Chair), Regis Becker, Angelo Giardino, Julie Novak, Megan Ryther, Connie Smotek, Pat Harned, Reuben Jones, Kimberly Fields, April Holmes, Pamela Wheeler, Jon Fish, Autumn Ascano, Ju’Riese Colon, Jen Cope, Heather O’Brien, Bobby Click

Outside Guests: Joe Zonies (Zonies Law LLC)

Opening

Ms. Herrera-Flanigan opened the meeting and welcomed the group at 9:02am MST.

Ms. Colon completed roll call and welcomed Pamela Wheeler to the Board.

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

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

A **motion** was made by Ms. Ryther and seconded by Mr. Giardino 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: Response and Resolution Update

Ms. Novak joined the meeting at 9:13am MT.

Mr. Click, Vice President of Response & Resolution, introduced himself to the new members of the board and gave a high-level overview of the annual response and resolution data. Mr. Click also shared the fundamental phases of the response and resolution process and took questions from the group.

Action Items: None

Mr. Click left the meeting at 10:04am MT.

Discussion: Board Governance and Engagement

Ms. Colon discussed Board engagement and the contract with Boardspan, a consulting firm, to help support long-term strategy and engagement with the board. Over the next several months, Boardspan will identify gaps, help clarify roles, and provide recommendations on structure, size, and overarching governance.

Action Items: Boardspan will send a link to online board training to every board member. Final recommendations will be provided during the Q3 board meeting.

Discussion: Nominating and Governance Committee

Ms. Novak (Nominating and Governance Committee Chair) gave an overview of the committee assignments and proposed timing to make recommendations or changes to the existing Board structure.

Ms. Colon discussed succession planning, Board structure and expansion.

A **motion** was made by Mr. Becker and seconded by Mr. Jones to appoint Ms. Ryther to the Nominating and Governance committee. Motion passed unanimously.

Action items: Nominating and Governance Committee will meet before the next meeting to discuss Boardspan recommendations.

Ms. Calkins and Ms. Cope left the meeting at 10:30am MT.

Executive Session

Board entered executive session at 10:45am MT.

Board ended executive session at 11.35am MT.

Ms. Calkins and Ms. Cope joined the meeting at 11:38am MT.

Discussion: Audit Committee

Mr. Fish (Audit Committee Chair) joined the meeting at 11:38am MT.

Mr. Fish gave a high-level overview of the year-end financials, and discussed the upcoming audit including the engagement letter and this year's audit process and timeline.

Action Items: None.

Mr. Fish left the meeting at 11:50am MT.

Discussion: Finance Committee

Mr. Jones (Treasurer) discussed the Q4 financials and a year-end wrap-up.

Ms. Cope reviewed the 2020 year-end financials, the MSA surplus threshold changes, the updated approval matrices and the updated operating reserve fund policy and contributions.

Ms. Cope reviewed the approval matrices and the changes that have been made including the invoice and payment levels as well as contract signing authority for the senior leadership team.

The board discussed the new bank and future needs for an investment committee.

A **motion** was made by Ms. Smotek and seconded by Mr. Giardino to approve the updated approval matrices. Motion passed unanimously.

A **motion** was made by Mr. Giardino and seconded by Mr. Becker to approve the updated operating reserve fund policy to reflect a 6-month reserve. Motion passed unanimously.

A **motion** was made by Ms. Harned and seconded by Mr. Giardino to approve the updated operating reserve fund contribution of \$1.250M to the operating reserve fund. Motion passed unanimously.

Action Items: None

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

Meeting Adjourned at 12:19 PM MST.