

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

May 21, 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, Katie Hanna, Fred Roselli, Elizabeth Calkins

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 the Board.

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

Consent agenda items were presented to include February 2021 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: Audit Committee

Mr. Fish (Audit Committee Chair) joined the meeting at 9:22am MT.

Mr. Fish gave a high-level overview of the Q1 financials, statement of financial position and discussed the single audit results.

Mr. Fish gave an update on the timing of the 990-tax form and the procedure for approving prior to filing.

Action Items: The 990-tax form will be presented to the Board for review at the August Board meeting.

Mr. Fish left the meeting at 9:47am MT.

Discussion: Finance Committee

Mr. Jones (Treasurer) discussed the Q1 financials and the financial forecast for the remaining of the year.

Ms. Cope reviewed the Q1 financials, the transition to the new bank (Independent Financial), , and provided an update on the budget.

Ms. Cope reviewed the updated approval matrices and the changes that have been made to provide signing authority to the Vice President, Marketing, Communications, and Strategic Partnerships.

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

Action Items: None

Discussion: Board Governance and Engagement

Mr. Becker joined the meeting at 10:12am MT

Ms. Novak (Nominating and Governance Committee chair) gave a high-level overview of the Board engagement process, as well as a focus on recruiting efforts to identify additional members to help fill vacant committee seats.

Action items: All board members will be asked to complete a gap analysis, facilitated through BoardSpan.

Action items: The team will again work with Prodigy to identify potential committee and board members. An update will be provided during the next board meeting.

Ms. Novak shared and reviewed the draft Board purpose statement and next steps to finalize. Members agreed directionally but requested additional time to review and provide edits.

Action items: The Nominating & Governance Committee will revise the board purpose statement based on feedback and input from the board; an updated version will be shared during the next meeting.

Mr. Zonies discussed NGB representation on the Board and independence considerations..

Ms. O'Brien discussed the ongoing Government Accountability Office (GAO) review. The Center's independence will be certified annually by the GAO.

Action Items: None.

Ms. Novak shared the Nominating and Governance Committee recommendations, which included

- Increasing the size of the board to allow up to 16 members
- Increasing representation of athletes to include at least one-third athlete directors.
- Formally create a Vice Chair position, which will serve as an Officer of the Board and member of the Executive Committee.
- Formally create an Executive Committee, which will be comprised of Board Officers (Board Chair, Vice Chair, Secretary, and Treasurer). Executive Committee will include at least one Athlete Director at all times. If an Athlete Director is not a current Board Officer, the Board Chair shall appoint an Athlete Director to the Executive Committee. As part of its duties, the Executive Committee shall oversee and review the Center's Enterprise Risk Management efforts.
- Updating Board and Committee member responsibilities.

A **motion** was made by Mr. Becker and seconded by Ms. Ryther to approve the Board and committee structure/governance changes, board member responsibilities and committee member responsibilities. Motion passed unanimously.

Action Items: Nominating and Governance Committee will review and update bylaws to support recommendations and will present a draft during the next board meeting.

Mr. Becker left the meeting at 10:43am MT

Discussion: Communications and Fundraising

Ms. Van Gelder joined at 11:00am MT.

Ms. Van Gelder gave a high-level overview of the marketing and communications plan.

Ms. Van Gelder left the meeting at 11:50am MT.

Action items: None

Discussion: Climate Survey and Athlete Engagement

Ms. Hanna joined the meeting at 11:45am MT.

Ms. Hanna gave a high-level overview of the climate survey preliminary findings, next steps and the efforts surrounding athlete engagement.

Action Items: None

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

Meeting Adjourned at 12:18 pm MST.