

U.S. Center for SafeSport Board of Directors (“Board”)  
March 18, 2022  
Meeting Minutes  
Time: 9:03am MST

**In Attendance:** Jessica Herrera-Flanigan (Board Chair), Julie Novak, Pat Harned, Megan Ryther, Connie Smotek, Kimberly Fields, April Holmes, Autumn Ascano, Dr. Angelo Giardino, Ju’Riese Colon, Jen Cope, Heather O’Brien, Fred Roselli, Elizabeth Calkins, Heath Phillips, Annie Skinner, Martha Van Gelder

Committee Guests: Jon Fish, Craig Bradley, Shakira Henderson, Chicka Elloy, Kevin Flaherty, Scott Rochelle, Stuart Stoller

Not in attendance: Matt Cenedella, Pam Wheeler

### **Opening**

Ms. Herrera-Flanigan opened the meeting and welcomed the group at 9:03am MST.

Ms. Colon completed roll call, introductions and reviewed the agenda for the day.

### **Quorum**

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

### **Discussion: Interference Training**

Ms. O’ Brien provided an overview of the Empowering Olympic, Paralympic, and Amateur Athletes Act of 2020 and the included provisions related to interference. Ms. O’Brien also shared the Center’s statutory reporting obligations, examples of potential interference, and the roles and responsibilities of the staff and the board in responding to and reporting interference. Training will be provided annually to all active board and committee members.

***Action items:*** Schedule training for those board and committee members not in attendance

Mr. Bradley, Ms. Henderson, Mr. Elloy, Mr. Flaherty, Mr. Rochelle, Mr. Stoller left the meeting at 9:28am MT.

Mr. Phillips joined the meeting at 9:30am MT

### **Discussion: Consent Agenda and Governance**

Consent agenda items were presented to include December 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.

Ms. Cope discussed the recommendation that the board dissolve the Compensation Committee effective March 18, 2022, and its previous responsibilities will be decided among the Executive and Finance Committees as noted.

A **motion** made by Ms. Ryther and seconded Ms. Smotek to approve the dissolution of the Compensation Committee effective March 18, 2022. The **motion** passed unanimously.

A **motion** was made by Ms. Holmes and seconded by Ms. Harned to approve the Finance Committee recommendation to make the recommended 401K changes, discussed at the February 25, 2022, meeting, effective January 1, 2022. The **motion** passed unanimously.

Mr. Roselli discussed the changes to the Board bylaws effective March 18, 2022.

A **motion** was made by Ms. Holmes and seconded by Ms. Ryther to approve the Board bylaw changes effective March 18, 2022. The **motion** passed unanimously.

***Action items: None***

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

Mr. Fish provided an overview of the annual and single audit process, including potential findings. Mr. Fish led a discussion around the 990-tax form and timeline for submission.

Mr. Fish left the meeting at 9:41am MT

***Action items: None***

#### **Discussion: Finance Committee**

Ms. Cope gave a high-level review of the Finance Committee report including an update on the LMS migration, the operating reserve fund contributions and led a discussion around potentially establishing a legal reserve fund.

The Finance Committee is recommending the Board approve an additional \$1MM contribution to the operating reserve fund in addition to the budgeted contribution of \$2MM approved at the December 2021 meeting.

A **motion** was made by Mr. Giardino to approve the additional \$1MM to the operating budget to the reserve and seconded by Ms. Holmes. The **motion** passed unanimously.

The Finance Committee is recommending the updated approval matrices to change our General Counsel contract signing authority from up to \$25K to \$75K.

A **motion** was made by Ms. Ryther to approve the updated approval matrices, granting additional contract assigning authority to the General Counsel was seconded by Ms. Harned. The **motion** passed unanimously.

***Action items: Ms. Cope and Ms. Obrien will continue to explore a potential legal reserve fund.***

**Discussion: Nominating & Governance Committee**

Ms. Novak reviewed the nomination for the athlete director, vacated director position nomination and review process through BoardSpan.

A **motion** was made by Ms. Smotek and seconded by Ms. Ryther to approve Sam Dorman for athlete director starting March 19, 2022, to December 31, 2024. The **motion** passed unanimously.

A **motion** was made by Ms. Smotek and seconded by Mr. Giardino to approve Chicka Elloy to complete the vacated Board director term of Regis Becker starting March 19, 2022, to December 31, 2024. The **motion** passed unanimously.

Ms. Novak reviewed the self and peer review process through BoardSpan. While the self-review will move forward, the peer review process will not move forward at this time. Additionally, Mr. Roselli provided an overview of the upcoming gap analysis.

*Action items:* Committee will refine questions for the gap analysis and distribute prior to June board meeting.

**Discussion: Executive Session**

Ms. Cope, Mr. Roselli, Mr. Phillips and Ms. Calkins left the meeting at 10:12am MT

The Board entered executive session at 10:12am MT

The Board ended executive session at 11:00am MT

Ms. Herrera-Flanigan left the meeting at 11:00am MT. Ms. Holmes chaired the remainder of the meeting.

Ms. Cope, Mr. Roselli, Ms. Skinner, Ms. O'Brien, Ms. Van Gelder and Ms. Calkins joined the meeting at 11:30am MT

**Discussion: Strategic Plan Update**

Ms. Colon gave a high-level overview of the Center's 2021 results, 2022 strategic plan, and the top priorities for 2023 including a focus on emotional and physical abuse misconduct and the mechanisms being developed in the movement to handle this scope of a movement wide approach.

*Action items:* None

**Discussion: Fundraising and Communications**

Ms. Van Gelder discussed the marketing, communications, and strategic partnerships mission in supporting the Centers voice, reach, brand, and revenue streams.

Ms. Skinner gave an overview of the communication strategy and resources to generate greater trust and partnership with the Center among key constituents.

*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.