

U.S. Center for SafeSport Board of Directors (“Board”)  
May 19, 2023  
Meeting Minutes  
Time: 9:00am MST

**In Attendance:** Jessica Herrera-Flanigan (Board Chair- virtual), April Holmes (Vice Chair – in person) Pat Harned (virtual), Kevin Flaherty (in person), Connie Smotek (in person), Kimberly Fields (virtual), Pam Wheeler (in person), Autumn Ascano (in person), Chicka Elloy (in person), Ju’Riese Colon (in person), Elizabeth Calkins (in person), Jorge Fernandez (in person), Sam Dorman (virtual), Matthew Cenedella (virtual), Jee Grover (virtual), Heath Phillips (in person).

Special Guests: Joe Zonies – outside counsel (virtual), Mike Kongsjord- FR Secure Cyber Security (virtual),

### **Opening**

Ms. Holmes opened the meeting and welcomed the group at 9:03am MST.

Ms. Holmes completed the roll call, introduced Jorge Fernandez and reviewed the agenda for the day.

### **Quorum**

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

Consent agenda items were presented to include February 2023 minutes and the CEO report.

A **motion** was made by Ms. Smotek and seconded by Mr. Flaherty to approve the consent agenda. The **motion** passed unanimously.

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

Mr. Flaherty reviewed the suggested resolution for cash management and short-term investments.

Mr. Fernandez gave a high-level overview of the financial reports including quarterly financials and expenses.

Mr. Cenedella joined the meeting at 9:19am MT.

The Finance Committee recommended and presented an increased contribution of \$850K to the operating reserve, for vote. A **Motion** was made by Ms. Smotek and was seconded by Mr. Elloy. **Motion** passed unanimously.

The Committee presented the following for vote and requested that the board treasurer be authorized to work with the CFAO to take the following actions:

1. Issue Requests for Proposal for cash and investment management services to select top-tier

banks for the purpose of diversifying cash and short-term investments and reducing banking partner concentration;

2. With the Finance Committee's approval, open new bank accounts with A-rated banks ranked in the top 20 in the U.S. based on amount of total assets; and
3. With the Finance Committee's approval, open one or more investment account(s) with brokerage firm(s) through which Center funds can be invested in liquid investments, which could include CD's, U.S. Treasuries, or other low risk investments in order to diversify the investment portfolio and bank exposure.

A **Motion** was made by Ms. Smotek and was seconded by Ms. Ascano. **Motion** passed unanimously.

*Action Items: None*

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

Mr. Zonies joined the meeting at 9:36am MT.

Mr. Cenedella provided a high-level overview of the OIG audit reports, single audit report and Plante Moran final reports.

Ms. Colon discussed the application process for grants and additional funding.

### **Discussion: Nominating & Governance Committee**

Mr. Elloy reviewed the process for recruiting to avoid conflict of interests among potential members and the makeup of the board in terms of NGB representatives.

Mr. Zonies gave some background on the NGB candidates and potential concerns with conflicts of interest as well as some options for moving forward.

Ms. Harned presented the idea of having an NGB advisory committee that will work with the Board executive committee as non-board advisors.

*Action Items: The committee will review the conflicts of interest and the language of the bylaws regarding the board makeup and draft language for the NGB council regarding referral of new board members to present to the board at the next meeting.*

Mr. Zonies left the meeting at 10:03am MT.

### **Discussion: CEO Update**

Ms. Colon gave a high-level review of the LA28 project, potential additional revenue streams, and the compensation analysis project.

*Action Items: None*

**Discussion: Cyber Security Assessment**

Mr. Grover joined the meeting at 10:34am MT.

Mr. Kongsjord joined at 10:34am MT.

Mr. Grover gave an overview of the cyber security assessment project.

Mr. Kongsjord reviewed the security risk assessment results.

***Action Items: None***

Mr. Grover left the meeting at 11:11am MT.

Mr. Kongsjord left the meeting at 11:11am MT.

Ms. Herrera-Flanigan left the meeting at 11:11am MT.

**Discussion: Executive Session**

The Board entered executive session at 12:06pm MT.

Mr. Cenedella left the meeting at 12:06am MT.

Ms. Calkins left the meeting at 12:06pm MT.

Mr. Phillips left the meeting at 12:06pm MT.

Mr. Fernandez left the meeting at 12:06pm MT.

Executive Session ended at 12:33pm MT.

**Discussion: Strategic Planning**

Ms. Colon discussed the strategic planning process.

***Action Items: Follow up with team around the LMS project/transition. Follow up regarding how chatgpt can help.***

Meeting Adjourned at 1:32pm MT.