

U.S. Center for SafeSport Board of Directors (“Board”)
August 25, 2023
Meeting Minutes
Time: 9:00am MST

In Attendance: April Holmes (Board Chair), Kevin Flaherty, Julie Novak, Connie Smotek, Kimberly Fields, Pam Wheeler, Autumn Ascano, Chicka Elloy, Ju’Riese Colon, Elizabeth Calkins, Jorge Fernandez, Jessica Perrill, Heath Phillips, Monica Burgeson.

Special Guests: Joe Zonies (Zonies Law), Gretchen Winter (USCSS, Ethics Officer),
Luke Naes, Corey Martignetti, Maura Halloran (Bank of America)

Opening

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

Ms. Holmes completed the roll call, introduced Jessica Perrill, 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 May 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.

Pam Wheeler joined at 9:08am.

Autumn Ascano joined at 9:15am.

Special Guest: Gretchen Winter, USSCS Ethics Officer

Ms. Gretchen Winter joined the meeting at 9:15am MT.

Ms. Winter gave a high-level overview of the ethics office for the Center.

Ms. Winter left the meeting at 9:59am MT.

Action Items: None

Discussion: Finance Committee Reports

Mr. Flaherty discussed the committee's suggested process to finalize an investment policy to bring to the board later this year.

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

Ms. Burgeson reviewed the 2022 tax form 990.

The Finance Committee presented the 990, for vote. A **Motion** was made by Ms. Smotek and was seconded by Ms. Fields. **Motion** passed unanimously.

Action Items: The Finance Committee will bring the investment policy to the board for review at the next board meeting.

Discussion: Investment and Banking - Bank of America

Mr. Luke Naes, Mr. Corey Martignetti, Ms. Maura Halloran –bank of America-- joined the meeting at 10:20am MT.

Mr. Naes gave an overview of the investment policy project and options for the Center moving forward.

Mr. Naes, Mr. Martignetti, Ms. Halloran –Bank of America-- left the meeting at 10:44am MT.

Action Items: None

Discussion: CEO Update

Ms. Colon gave a high-level review of the CEO report which included staffing changes and the compensation review project with HRQ, as well as an update on U.S. Soccer Federation and the upcoming Olympic & Paralympic Commission hearing.

Ms. Wheeler left the meeting at 11:04am MT.

Action Items: Ms. Colon recommends inviting HRQ to join an upcoming board meeting to discuss the impact this project will have on the Center.

Discussion: Nominating & Governance Committee

Mr. Elloy reviewed the board and committee members that roll off at the end of the year and the vacancies that will need to be filled along with the changes to the job descriptions. Moving forward, the board calendar will feature a special guest, in addition to the USOPC CEO, an NGB council member/board representative will address the board once per year.

Ms. Wheeler joined the meeting at 11:34am MT.

The Nominating & Governance Committee recommends Chicka Elloy to the board for the position of Vice Chair. A **Motion** was made by Ms. Smotek and was seconded by Ms. Fields. **Motion** passed

unanimously.

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 to present to the board at the next meeting.

Mr. Zonies left the meeting at 11:43am MT.

Ms. Calkins left the meeting at 11:43am MT.

Mr. Philips left the meeting at 11:43pm MT.

Mr. Fernandez left the meeting at 11:43pm MT.

Ms. Perrill left the meeting at 11:43am MT.

Ms. Burgeson left the meeting at 11:43am MT.

Discussion: Executive Session

The Board entered executive session at 11:46pm MT.

Executive Session ended at 1:00pm MT.

Meeting Adjourned at 1:02pm MT.