



**December 5, 2018
USA Boxing Board of Directors Meeting
Via Conference Call**

John Brown called the meeting to order at 3:08 pm.

Board members present: John Brown, Dick Hoffmann, Angel Villarreal, Jim Beasley, Ray Silvas, Ebony Haliburton, and Cam Awesome. Absent: Franchon Crews

Staff present: Stacy Arredondo, Mike McAtee and Lynette Smith

John Brown stated that the purpose of the meeting was to discuss the USOC governance stipulations.

John Brown moved to accept the recommendations put forth by the USOC in totality, which were communicated by Rick Adams.¹ Ray Silvas seconded.

Discussion: Jim Beasley asked if one of the recommendation items is that the Treasurer will come from the BOD and have a vote. John Brown responded yes, that there will be a new Treasurer who will be a Board member and have a vote.

John Brown called for a vote and Stacy Arredondo took a roll call vote. The motion passed unanimously to follow the USOC's recommendations.

Other item discussed was: the current Treasurer's expectations and the additional work that it is creating for staff. It was determined that John Brown would ask for a report from the Treasurer to outline his objectives of his work to date, including all of his travel costs and the staff time costs involved and then there will be a meeting to discuss.

The meeting was adjourned.

¹ September 10, 2018 USA Boxing NGB Status letter and October 11, 2018 email with the subject line "USOC."



USA Boxing, Inc.

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September 10, 2018

VIA E-MAIL

Board of Directors
USA Boxing
1 Olympic Plaza
Colorado Springs, CO 80909

Re: USA Boxing NGB Status

Ladies and Gentlemen:

This letter is to set forth the position of the USOC on USA Boxing's status as a U.S. National Governing Body, to set out certain steps USA Boxing must take in order to safeguard that status, and to offer assistance in that regard.

As you know, under the US Ted Stevens Olympic and Amateur Sports Act the USOC is responsible for recognizing sport organizations as National Governing Bodies, for implementing the Act's NGB eligibility requirements, and for enforcing these requirements. Section 8 of the USOC bylaws set out the USOC's specific terms for this, including the means for terminating NGB recognition.

As a result of USA Boxing's most recent external audit, which revealed significant governance and conflict of interest issues, the USOC must take further action to ensure these issues do not continue if USA Boxing intends to maintain its status as an NGB. We believe necessary action includes implementing governance reform.

While the USOC encourages USA Boxing to think and act broadly on reforming its culture and governance, we also believe that reform must start with a new board composition, including the position of chair.

Specifically, in order to remain an NGB, USA Boxing must take at least the following additional steps in its efforts on governance reform:

1. USA Boxing must expand its board of directors to 13 members with the addition of two independent directors and one athlete representative.
2. USA Boxing's current board must revise its bylaws to require the chair of the board come from among its independent members.
3. USA Boxing must conduct a board member search for an additional four independent board members (the two new seats referred to above plus the two currently open seats), and the chair of the board must come from this group of four.
4. A USOC-designated liaison must be invited to attend each USA Boxing board meeting.

5. Within six months, USA Boxing must confirm that all staff and board members have completed a comprehensive ethics training unit.
6. USA Boxing's CEO and CFO or their designee shall meet in person with the USOC on a quarterly basis to discuss these and other issues.
7. USA Boxing's chair and CEO must attend at least one USOC board meeting during the next six months to discuss these and other issues.

We note that several steps will require substantial work and care. With that in mind, the USOC would like to provide resources to assist USA Boxing. Specifically, the USOC is willing to offer the following:

1. Resources to assist with the board search and seating process.
2. Assistance with access to ethics training as needed.

Please understand that the circumstances that led to these requirements demand our attention and intervention. Our common focus and motivation needs to be athlete support and good governance. The USOC stands ready to help USA Boxing further this job.

If USA Boxing cannot or does not achieve steps 1 through 7 above promptly and clearly, the USOC will pursue termination of USA Boxing's NGB status. Please refer to Section 8.20 of the USOC bylaws for details on how that would occur. In order to avoid immediate termination proceedings, USA Boxing must complete all the steps set out above by December 1, 2018.

We are happy to discuss the specifics of this letter and the entire matter and will make ourselves available to do so. In the meantime, please confirm to me that you have reviewed and understand its contents at your first opportunity.

Sincerely,

A handwritten signature in black ink, appearing to read 'Rick Adams', with a stylized flourish at the end.

Rick Adams, Chief of Athlete and Sport Services

From: Rick Adams <Rick.Adams@usoc.org>

Sent: Thursday, October 11, 2018 3:49 PM

To: John Brown <johnb@turnerboxing.com>

Cc: Angel Villarreal <algvillarreal@yahoo.com>; Cam F Awesome <cam@celebritysportsspeaker.com>; Dick Hoffmann <dickhoffmann@outlook.com>; EBONY <EHALIBURTON@KSTATESPORTS.COM>; Franchon Crews <thehhdiva@gmail.com>; Jim and Jerry Beasley <jandjbeasley1940@gmail.com>; Ray Silvas <rsilvas527292@gmail.com>; Mike McAtee <MMcAtee@usaboxing.org>; Bridget Toelle <Bridget.Toelle@usoc.org>; Onye Ikwuakor <Onye.Ikwuakor@usoc.org>; Denise Parker <Denise.Parker@usoc.org>

Subject: RE: FW: USOC

John,

I met with my team this morning regarding your responses below.

I recognize the challenges of board notice requirements but it is impossible for me to assess your answers without confirmation that the answers below are the position of the board, not you as chair.

The athlete elections must be done consistent with all other athlete elections and adhering to 8.8 of the USOC bylaws.

As to the secretary general role, is this designed for you to simply transition from Chair to SG and if so, would you term out in 2020 if my understanding is correct regarding when your term as president is currently set to expire? Moving forward the chair/president of the NGB will come from the independent directors, so it seems unlikely the board would want that individual to also serve as SG.

Can you clarify the status of any attempts by current USA Boxing board members to form a boxing equipment company that would then do business with USA Boxing? This appears to be the very type of conflict we have been trying to avoid.

As to treasurer language I referred to in an earlier email, see below. Our expectation would be to make this bylaw change when the board changes other bylaws consistent with the reform.

“(D) Treasurer:

(1) The Treasurer shall (i) be the principal financial officer of the Board of Directors with general responsibility for the oversight of the financial affairs of USA Boxing; (ii) present financial reports to the Board of Directors as the Board may request from time to time; (iii) serve as the Chief Financial Officer, in the event there is no separate Chief Financial Officer; and (iv) perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors. (2) In electing the Treasurer, the Board must ensure that the Director appointed to the role of Treasurer has the appropriate financial qualifications and experience required to perform such a role. ~~If the The Nominating and Governance Committee shall ensure that at least one determines that no Director is appropriately qualified to perform the role of Treasurer., the Board of Directors may appoint a non-Board member with the requisite financial qualifications and experience to act as Treasurer (an “Appointed Treasurer”). The President may invite the Appointed Treasurer to attend Board meetings. However, for the avoidance of doubt, the Appointed Treasurer shall not be a member of the Board and shall have no right to vote at Board meetings.~~“

In short, I want to work with you and the board but do not anticipate an exchange of drafts. Rather, we have asked you to consider specific reforms and want to know if the board agrees to do so.

-Rick



Rick Adams | Chief of Athlete & NGB Services

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