

USA Field Hockey
Board of Directors Meeting Draft Minutes
May 29-31, 2009
Colorado Springs

Present

Pam Hixon, Chair
Jennifer Averill
Kate Barber
Jim Johnson
Lisa Wilkins
Billie Ahluwalia
Rene Zelkin
Betti Tiner
Carla Tagliente
Pat Cota
Martha Jordan
Heather Lewis

Chair Pam Hixon called the meeting to order at 6:20 PM Friday, May 29, 2009.

- 1) The Minutes of the January 23 – 25, 2009, Board of Directors Meeting were approved with additions put forward by Lisa Wilkins – Attachment 1.

The Board met in executive session.

- 2) Bylaw Amendments Proposed by the Task Force on Conduct
Motion: To adopt the Bylaw Amendment proposed by the Task Force on conflict as follows:
 - a) Formally adopt the 2006 Ethics and Compliance Policy Draft, as revised.
 - b) Revise Section 5.12 (Conflict of Interest) as follows:
 - i) All Board members shall disclose to the Board of Directors any possible conflict of interest, and shall disclose the material facts as to such person's relationship or interest with respect to any matter under consideration at any Board or committee meeting in which he or she has a conflict of interest. A conflict of interest is defined as any contract, transaction or other financial relationship between USFHA and a member of the Board of Directors, or between USFHA and a party related to a Board member, or

between USFHA and an entity in which a Board member is a Director or Officer or has a financial interest. Such member shall reclude himself or herself from deliberations on said matter, not attempt to influence any vote on said matter, and abstain from voting, which abstention shall be recorded in the Minutes of the records of the Board. Any actual or potential conflict of interest shall be disclosed to the Board Chair, or the Chair of the Ethics Committee, or the Board Ethics Liaison who shall forward the disclosure to the Ethics Committee for evaluation and recommendation to the Board. For the purposes of this section, "party related to a Board member" shall be defined as follows: a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the Director or a party related to a member of the Board has a beneficial interest, or an entity in which a party related to a member of the Board is a Director, Officer, or has a financial interest.

Note: The foregoing reflects the definitions of "conflict of interest" and "party related to a Board member" as contained in the Colorado Revised Nonprofit Corporation Act, to which USFHA is subject.

(Please note that the Draft Ethics and Compliance Policy of June 4, 2006 provides specific details for implementation of the above section.)

- c) Add new Section 10.13.1.1 as follows:
 - i) Ethics Liaison. The Board shall elect one independent Director to serve as the Board Ethics Liaison for the term of one year. The Director serving as Ethics Liaison shall be recommended by the Nominating Committee. In consultation with the Ethics Committee, Chair of the Board, and the Executive Director, the Ethics Liaison shall oversee annual Board education that shall include an ethics component.

- d) Add two sentences to Section 10.9.4 as follows:
 - i) Ethics Liaison Selection Criteria. The Nominating Committee, in consultation with the Ethics Committee Chair, shall annually recommend to the Board of Directors a candidate for the position of Ethics Liaison. The nominee must be an Independent Director of the Board.

- e) Add new Section 10.9.6 as follows:
 - i) In considering a candidate for nomination as the Ethics Liaison, the Nominating Committee shall take into consideration the training, knowledge and skill sets of the nominee and his/her ability to understand and effectively communicate USFHA Bylaws and policies as to ethics and conflict of interest concerns. The candidate should be willing to facilitate discussion and lead the Board in continuing ethics education.

- f) Revise Section 10.9 (Nominating Committee duties) as follows;
 - i) Develop and administer an annual Board self-evaluation and report its findings to the Board. *[specifically Section 10.9.4.5]*
 - ii) In consultation with the Chair and Executive Director, oversee the orientation of any new Board member. *[specifically Section 10.9.4]*

- g) Add new Section 5.14.3 as follows:
 - i) The Board may adopt or amend policies by the affirmative vote of two-thirds (2/3) of all Directors.

- h) Revise Section 22.1 (Amendment of Bylaws) as follows:
 - i) These Bylaws may only be altered, amended or repealed, or new Bylaws may only be adopted at the Annual Meeting of the Board of Directors and only by the affirmative vote of two-thirds (2/3) of all Directors, provided notice of the proposed amendments, repeal, or revision is presented to the members of the Board of Directors no fewer than thirty (30) days of the Annual Meeting of the Board of Directors.

- i) Add new Section 23.6 as follows:
 - i) *Roberts Rules of Order, Newly Revised, 9th Edition* shall be the parliamentary authority for matters or procedures to which they are applicable and in which they are not inconsistent with the Bylaws, policies and procedures adopted by the Board.

- j) Amend Board Ethics and Compliance policy of June 4, 2006 by substituting all references to “Nominating and Governance” to “Ethics Committee”.

- k) Adopt Policies to track with Nominating Committee Bylaw provisions as follows:
 - i) *Board Education*

The Ethics Liaison, in consultation with the Board Chair, Ethics Committee Chair and the Executive Director, shall annually schedule at least one Board education session which session shall be of a minimum duration of four (4) hours and contain an ethics component and parliamentary procedure. Preference should be given to consulting the resources made available by the USOC.
 - ii) *Board Self-evaluation*

The Nominating Committee shall develop and administer an annual Board self-evaluation by March of each calendar year. It shall report the findings

to the Board Chair who shall then report the results to the Board of Directors no later than July 1st of each calendar year.

iii) Board Orientation

The Nominating Committee, in consultation with the Chair and Executive Director, shall oversee the orientation of any new Board member. The orientation shall be conducted at the first meeting, or as soon thereafter as is reasonable. The orientation shall be conducted by the Board Chair, Executive Director or their designees. Other members of the Board, Task Forces, Committees, outside consultants may participate as required. The orientation will include a session on the mission, purpose and vision of USFHA. An ethics component will be required. The orientation will include an explanation of the duties, responsibilities and financial obligations of Board members.

Adopted

3) Executive Directors Report – Attachment 2.

4) Jr. World Cup Report – Attachment 3.

5) Technical Director’s Report – Attachment 4.

6) Advancement Committee Fundraising Project – Attachment 5

7) Appointments

- a) Nominating Committee has appointed Dena Ebert to serve on the Nominating Committee.
- b) The Board appointed Kevin Parker to serve on the Nominating Committee.
- c) The Board appointed Jenny Everett to serve on the Judicial Committee.

8) Strategic Plan Discussion

Heather Lewis, Chair of Member Services, itemized steps taken to date in strategic planning and emphasized the need for a Board-adopted Strategic Plan that can be made public for publishing on the web for all stakeholders to see.

The current form will be updated and formatted by the Member Service Chair and distributed to the Board for review with the goal of adoption at the November Board Meeting.

9) Discussion of a Governance Committee

Motion: To give Notice of Bylaw Amendments pertaining to the name and function of the Judicial Committee pursuant to Article 22 of the USA Field Hockey Bylaws as follows:

- a) Amend Bylaw Article 10.10 to change the name of the Judicial Committee to Judicial and Governance Committee.

- b) Amend Bylaw Article 10.10.2 to expand the scope of responsibilities to include the following:

10.10.2 The Judicial Committee shall:

10.10.2.1 Generally administer and oversee all administrative grievances and right to compete matters filed with USFHA.

10.10.2.2 Identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels.

10.10.2.3 Hear and render a decision, or appoint a hearing panel to hear and render a decision, on grievances and disciplinary matters.

10.10.2.4 Perform such other duties as assigned by the Board.

10.10.2.5 Be the source for review and interpretation of governance matters of USA Field Hockey.

10.10.2.6 Scrutinize and recommend on all USA Field Hockey governance procedures to ensure the highest degree of transparency and compliance.

Approved

Note: 30-day notice started May 31, 2009, for a Board vote on the proposed Bylaw at the next meeting.

10) Policy on Appointments to the Board and Committees

The proposed policy will be worked some more by Jim Johnson and Heather Lewis.

Next meetings:

Fall Meeting: November 20 – 22, 2009 at Wake Forest University.

Winter Meeting: – February 6 - 8 at Disney.

The meeting adjourned.