

U.S. Field Hockey Association
Special Board of Directors Conference Call

September 20, 2006

Board Members Present:

Billie Ahluwalia
Merrily Baker
Barb Carreiro
Pat Cota
Barb Doran
Pam Hixon
Jim Johnson
Lenny McCaigue
Christine Millbauer
Char Morett
Jill Reeve
Dan Shapiro
Sharon Taylor
Jason Wellings

Board Members Absent:

Meri Dembrow
Andrew Duncan
Christine Hunsicker
Michele Madison

Nom/Gov Members Present:

Bruce Elliott
Joe Strout

Staff Present:

Sheila Walker

1. Call to Order. President Sharon Taylor called the meeting to order at 7:00 p.m. ET.
2. Statement of Procedure. Mr. Elliott said that the Nominating/Governance Committee, in conjunction with Jim Johnson representing the Policy Committee, tried to address those amendments to the Bylaws that seemed necessary to comply with recommendations, requirements, and mandates of the USOC in order to move the governance process forward. He said they were not meant to be comprehensive. The committees used the template form of bylaws for NGB's approved by the USOC.

The notice of special meeting of the Board that was sent to all Board members on August 21 included a draft of the Amendments to the Bylaws. Nominating/Governance set aside a 10-day period for comments so that all members and all considerations relating to the proposal could be heard by all members of the Board. Comments were to be shared with the entire Board prior to the Special Meeting. Mr. Elliott reported that no substantive comments were received from Board members.

3. Ms. Taylor ruled that affirmative votes by nine board members would constitute a 2/3 vote required to change the bylaws, as just 14 of the board's 18 members were on the call.

Motion

Ms. Baker moved:

“To adopt the amendments from Nominating and Governance.”

Seconded by Barb Carreiro, and opened for discussion.

4. **Motion**

Ms. Baker moved:

“The four issues be divided and voted upon individually.” **PASSED**

5. Vote on Proposed Amendments to By-laws:

Article V – Board of Directors

its 1. Section 5.2 shall be deleted in its entirety and the following substituted in place:

A5.2 The Board of Directors shall consist of between seven (7) and twelve (12) total Directors, at least twenty (20) percent of whom shall be independent Directors, at least twenty (20) percent of whom shall be Athlete Directors, and the rest of whom shall be drawn from appropriate representation in the United States Field Hockey Association community. Upon election to the Board, Directors shall resign from affiliations they may have with any other NGB constituent groups, though they may retain their membership in the NGB. Each director of the Board of Directors must be a citizen of the United States and eighteen (18) years of age or older. A Director need not be a resident of Colorado.

The Athlete Directors on the Board shall be elected by athletes. The Athletes Advisory Council shall elect from among its members, an individual who shall be an athlete director. The other Athlete Director(s) shall be elected by Qualified Athletes pursuant to USOC Bylaws.©

2. Section 5.4.3 providing that the Past President shall be a member of the Board of Directors is deleted.

Article V vote: **FAILED**

Article VI – Executive Committee

3. Article VI establishing the Executive Committee is deleted in its entirety and reserved for future use. **FAILED**

Article VII – Officers

4. Article VII providing for Officers is deleted in its entirety and the following are substituted in its place:

7.1 Designation. The only officer of USFHA shall be the Chair of the Board.

7.2 Election/Selection. The Chair of the Board shall be elected from among the directors of the Board. Recognizing the significance of the Chair in international matters, the Chair shall exercise ceremonial or representational functions in the international context, but the Chief Executive Officer, serving as Secretary General, shall remain responsible for all operational aspects of relations with international and other organizations, including, but not limited to the international federation of the United States Field Hockey Association, the international regional federation of the United States Field Hockey Association and the USOC.

7.3 Tenure. The term of office of the Chair of the Board shall be two (2) years. The newly elected Chair shall take office immediately. The Chair shall hold office until the Chair's successor is elected and qualified, or until the Chair's earlier resignation, removal, incapacity, disability or death.

The term of office of the Secretary, or the Assistant Secretary, if any, is unlimited. The Secretary shall hold office until his or her employment by the USFHA ends, when the Chief Executive Officer designates a different individual to serve as Secretary or until the Secretary's earlier resignation, removal by the Chief Executive Officer, incapacity, disability or death. The Assistant Secretary, if any, shall hold office until his or her employment by the USFHA ends, when the Chief Executive Officer selects a different individual to serve as Secretary or until the Secretary's earlier resignation, removal by the Chief Executive Officer, incapacity, disability or death. In any circumstances in which the Chief Executive Officer has not designated an employee to serve as Secretary, the Board of Directors may select a Director of the Board or another individual employed by the USFHA to serve as Secretary.

7.4 Authority and Duties of Officers. The officers of USFHA shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law:

Approved:11/19/2006

By:Board of Directors

- a. **Chair of the Board.** The Chair shall: (i) in consultation with the committee chairs of the Board, set all meeting and meeting agendas, and (ii) in the event of the resignation, removal, incapacity or death of the Chair, the remaining directors of the Board shall elect a new Chair or shall wait until after the Nominating and Governance Committee selects a replacement Board director to fill out the Board before selecting a new Chair.
- b. **Secretary.** The Secretary shall: (i) keep the minutes of the proceedings of the Board; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records; (iv) perform such other duties as from time to time may be assigned to the Secretary by the Chief Executive Officer or by the Board.
- c. **Assistant Secretary.** An Assistant Secretary, if any, shall have the same duties and powers of the Secretary.

7.5 Restrictions. Officers of USFHA shall perform their functions with due care. No individual may serve simultaneously as an officer of USFHA and as an officer of an organization holding membership in USFHA or as an officer of another amateur sports organization that is recognized by the USOC as a National Governing Body.

7.6 Term Limits. No individual shall serve as Chair for more than two (2) consecutive two (2) year terms.

When a Chair is elected to fill a vacancy because of the Chair's resignation, removal, incapacity, disability or death, and the remaining term is for more than one (1) year, such term shall constitute a full term. If the vacancy being filled is for one (1) or more years, the Chair can serve one (1) additional two (2) year term following completion of the filled vacancy term. If the vacancy being filled is for less than one (1) year, the term shall not be a full term and the director can serve two (2) additional two (2) year terms following completion of the filled vacancy term.

7.7 Resignation, Removal and Vacancies. An officer's position with USFHA may be declared vacant upon the officer's resignation, removal, incapacity, disability or death. The Chair of the Board may resign at any time by giving written notice to the Board of Directors. The Secretary or Assistant Secretary, if any, may resign at any time by giving written notice to the Chief Executive Officers. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

The Chair may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding

the voting power of the director in question). The Chair may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question.) The Secretary or Assistant Secretary, if any, may be removed by the Chief Executive Officer, with or without cause.

Any vacancy occurring in the Chair shall be filled by the Board, by majority vote. A Chair elected to fill a vacancy shall be elected for the unexpired term of such Chair's predecessor in office. A vacancy in the office of Secretary, or Assistant Secretary, if any, shall be filled by the Chief Executive Officer. Any individual selected to fill a vacancy in the office of Secretary, or Assistant Secretary, if any, shall be approved by the Board.

7.8 Compensation. The Chair of the Board shall not receive compensation for his or her service as Chair, although the reasonable expenses of the Chair may be paid or reimbursed in accordance with USFHA policies. The Chair is disqualified from receiving compensation for services rendered to or for the benefit of USFHA in any other capacity.

7.9 Initial Election of Chair/Transition. Notwithstanding the foregoing, the initial election of the Chair by the Board shall take place prior to and become effective upon the expiration of the term of the office of the current President that being December 31, 2008. Until such effective date, the President shall serve in like manner as the Chair with all of the rights and duties set forth above. Following the expiration of the terms of the current Treasurer and Executive Vice President/Secretary, and until the effective date, the President shall remain as the only officer of USFHA.”

The current Executive Director becomes the Chief Executive Officer and will continue to serve at the pleasure of the Board as called for in Article VIII.

Article VII Vote: **FAILED**

Article IX – Nominating and Governance Committee

5. Article IX establishing the Nominating and Governance Committee is amended and restated as follows:

“The Nominating and Governance Committee shall be appointed by the Board of Directors and shall have no more than five (5) members, one of whom shall be a Qualified Athlete and the rest shall be independent as defined herein. The members of the Nominating and Governance Committee shall serve for terms of four (4) years or less. The appointment of members by the Board shall be made on a staggered basis so that commencing with those

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committee members appointed by the Board whose terms begin January 1, 2007, and every two (2) years thereafter, the Board shall appoint not less than two (2) members to serve a new term. An individual shall not serve on the Nominating and Governance Committee for more than two (2) consecutive terms. Members of the Nominating and Governance Committee shall be precluded from serving as a Board director or in any other USFHA capacity, whether governance or on staff, for a period of one (1) year after their service on the Nominating and Governance Committee ends.

The purpose of the Nominating and Governance Committee is to solicit, screen and recommend the best individuals available for service on the USFHA Board and its standing committees; to scrutinize the ethical considerations of the Board, committees and business operations of USFHA; and to scrutinize and recommend on USFHA governance procedures to ensure the highest degree of transparency and compliance.

The Nominating and Governance Committee shall:

1. develop criteria for identifying and evaluating prospective candidates for the Board also allowing for soliciting nominations from the general membership;
2. develop a procedure for nominations of individuals to serve on the Board as provided in these Bylaws;
3. screen all prospective candidates and nominations for positions on the Board for potential conflict of interest or other problematic background issues;
4. recommend, as requested by the Board, individuals to serve on various committees and task forces;
5. be principally responsible for interpretation of governance matters of the USFHA and shall develop and recommend to the Board for its consideration a set of corporate governance guidelines. The Nominating and Governance Committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary;
6. be principally responsible for review and recommendations on ethics considerations of the USFHA;
7. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees and task forces; and
8. perform such other duties as assigned by the Board.

Article IX Vote: **FAILED**

6. Bylaw Amendments on November Meeting Agenda.

Motion

Mr. Shapiro moved:

“The matter of Bylaw amendments be put on the agenda for the November meeting and that the Nominating/Governance Committee be invited to attend the November meeting so that we may discuss the situation and take up the issue again.” **PASSED**

After a brief discussion about hiring outside counsel to review the by-laws, the board informally agreed, that in order to save money, Mr. Johnson will tell the Nominating/Governance Committee, on behalf of the Board, that the Nominating/Governance and Policy Committees would like to work with Gary Johansen, Eric Parthen, and Kelly Skinner from the USOC to review and help with a Bylaws draft to be submitted to the Board at the November Board meeting.

7. Adjournment.

The meeting was adjourned at 8:10 p.m.