

**U.S. Field Hockey Association
Board of Directors Meeting
November 18-19, 2006
Winston-Salem, NC**

Board Members Present:
Sharon Taylor, President
Barb Doran, Exec VP/Sec
Meri Dembrow, Treasurer
Billie Ahluwalia
Barb Carreiro
Pat Cota
Pam Hixon
Christine Hunsicker
Jim Johnson
Michele Madison
Lenny McCaigue
Christine Millbauer
Charlene Morett
Jill Reeve
Dan Shapiro

Board Members participating
via conference call:
Merrily Baker
Andrew Duncan
Jason Wellings

Staff:
Laura Darling
Sheila Walker

Also Present on Saturday
Bruce Elliot, Nom/Gov
Eric Parthen, USOC

Visitor
Fran Markwith

1. Call to Order. President Sharon Taylor called the meeting to order at 8:00 a.m. and noted a quorum was present.
2. Recognition of Board Member's Service. Ms. Taylor presented gifts to each member of the Board in recognition of her/his service over the past year.
3. Approval of Minutes. Three sets of minutes were distributed to the Board as the meeting commenced, leaving no time for review before consideration.

Motion.

Ms. Dembrow moved:

“To delay approval of the minutes until Sunday morning.” **PASSED**

4. Reorder of Agenda.

Motion.

Ms. Carreiro moved:

“If the Member Services Committee report and the proposal for change in membership fees for umpires are not discussed on Saturday they be moved to first item for discussion on Sunday.” **PASSED**

5. President's Report. Ms. Taylor recognized the Women's National Team performance and leadership at the World Cup in Madrid where Amy Tran was named goalkeeper of the tournament. Ms. Taylor reported that team members were excited to read the September 27, *USA Today* article featuring Kate Barber and the Women's National Team. She praised the great leadership displayed by the support team at all levels, including colleges that released players and coaches.

Ms. Hixon commented that the World Cup tournament launched the US Women's Field Hockey team into a top six world ranking which will raise the competition level in preparation for the first Olympic qualifier at the Pan American tournament in July.

Ms. Taylor reported that Sheila Walker presented a demonstration of the technical aspects of the USFHA website at the November 2006 FIH Congress meeting they attended in London. Aaron Sher was re-elected to the FIH Board. USA Field Hockey submitted several nominees for committee positions, and committee appointments will be announced by FIH at a later date.

The Men's National Team will travel to Bermuda for the Pam Am Qualifier on March 8-11, 2007, and if they qualify will join the Women's team in Rio de Janeiro in July for the XIV Pan American Games.

6. Treasurer's Report. Ms. Dembrow reported that Sheila Walker informed her committee that actual results for the 2006 budget are forecast at about break-even.

Since the timeline for the 2007 budget was not followed, the Finance Committee has not had sufficient time to review budget numbers for 2007. Ms. Dembrow expects to have the budget ready for Board approval at the next Board meeting.

Bids for the 2007 audit were sent to four audit firms and only one firm has placed a bid. The other firms have questions and have requested more time to prepare a bid. The Finance & Audit committee will recommend an auditor to the Board at a later date.

7. Bylaws. Mr. Johnson referred the Board to the most recent version of the USFHA Bylaws that were compiled by a joint effort of the Nominating & Governance Committee, Policy Committee, and Eric Parthen and Gary Johansen from the USOC. These changes were made after receiving a charge from the Board at the September 20 Board meeting to review and make changes to the Bylaws based on the USOC recommended template.

Ms. Taylor introduced Eric Parthen, Director of NGB Organizational Development with the USOC, who addressed the Board and said the USOC is supportive of the bylaw changes that are being suggested and the process that USFHA is taking to move forward.

Mr. Johnson led the Board in a review and discussion of the following Bylaw revisions: See attachment dated 12/15/06 "Proposed Revisions to USFHA Bylaws")

The Board agreed to discuss Article 5.5 in more detail at the Sunday Board session.

5.7.2 The majority of the Board members **voted** (straw) to have the following re-inserted as it deals with the At-large members on the Board:

"... Individuals from the general membership may present themselves for consideration for Board membership by the Nominating and Governance Committee with at least 50 signatures of support from current members in good standing."

Function of Nominating & Governance. After a discussion on the independence and function of the Nominating & Governance committee it was clarified that the function of the committee is to recruit and select talent to the Board, functioning as an independent nominating committee. The Nominating/Governance Committee will serve no other role in governance of the organization.

The Board **voted** (straw) that the Nominating and Governance Committee, both in the transition period and the future, will select Independent and At-Large Board members.

The Board adjourned for lunch.

The Saturday afternoon session of the Board meeting was reconvened.

Mr Johnson and Ms. Taylor continued to lead Bylaw discussions.

Office of Treasurer and Vice President/Secretary. Mr. Johnson explained that, as provided in the current operating version of the Bylaws (Version 1.3), a Board election was held in November 2006 for Treasurer and Vice President/Secretary. If the bylaw revisions under discussion are passed, the two elected officers will need to resign their position and serve as Directors on the Board. It will be up to the new Board to decide if Lisa Wilkins will also serve as Chair of the Finance Committee.

Article 7.4.1

Discussion ensued as to whether all officers should be treated the same under the new bylaws vis-à-vis resigning their offices and where appropriate under the proposed bylaws, being elected by the board. The proposed implementing provision would ask two newly elected officers to resign but allow the President to finish the remainder of her term. Mr. Parthen and Mr. Johnson confirmed that the new board could choose to ask the President to resign as Chair and choose a new Chair.

The Board **voted**

- a. (straw) that the two newly elected officers would resign their office under the new bylaws
- b. (straw) that the office of President would transition into that of Chair.

When asked about the Executive Director's role listed in 8.3, Eric Parthen explained that the USOC would like to see staff play a more active role in international relations in order to keep continuity in programs being run and to help keep athletes aware of rules and regulations. Also, the USOC wants to shift from the President serving on the USOC Council to the Executive Director serving.

Mr. Parthen explained that minutes taken during Executive session should not be included in minutes of the Board meeting and that no Executive session discussion should be included in the Board minutes; only the outcome of the discussion.

Mr. Johnson explained that the bylaws can be voted upon at the Sunday Board session if everyone on the board agrees to waive the 30-day notice.

Motions:

Ms. Carreiro moved to waive the 30-day notice required to revise the Bylaws.

Mr. Johnson moved to postpone the above motion until the Sunday Board session. **PASSED.**

Mr. Parthen & Mr. Johnson clarified that once a motion is made to vote on the bylaws, they will be open for discussion before a vote is taken and that any article can be modified before the vote.

8. Executive Director's Report (see attached)

Business Performance Plan – ProsConsulting. Mr. Parthen explained that the USOC initiated the Business Performance Plan study in order to help strengthen the business operations of NGBs. The USOC selected the ProsConsulting group to conduct the study with the goal of assisting NGB's in identifying ways to improve operations, and the USOC will incorporate findings into the performance partnership agreement. The ultimate goal will be sustained competitive excellence on the field of play.

9. Board Committee Reports.

a. Development.

Ms. Millbauer requested a case study of a current sponsor, presentation on leads and business opportunities, and the new business process be prepared and/or given by a staff member at this Board meeting. She expressed concern that the information is not available due to a misinterpretation of who was to make the presentation. She requested the presentation be made by Ms. Weeks at the next Board meeting.

b. Member Services.

Ms. Carreiro reported that the committee is looking at the college field hockey club program to see if USFHA would be interested in the program and how it would help raise membership numbers.

For several years the umpire's have requested comprehensive insurance as part of their membership. USFHA is now prepared to offer such coverage, and an increase in umpire membership dues would pay for the additional insurance coverage.

Ms. Dembrow noted that this issue, while it has financial ramifications, was not presented to the finance and audit committee as policy states it needs to be.

Motion.

Ms. Carreiro moved:

“To increase umpire membership dues from \$50 to \$65.” **PASSED**

8. Election process. There was no further discussion on the election process.

9. U.S. Field Hockey Foundation Articles of Incorporation. (Attached)

Motions.

Ms. Dembrow moved:

“To adopt changes imposed by the US Field Hockey Foundation for Article 2, Article 4, and Article 6.” **PASSED**

Ms. Dembrow moved:

“To separate the vote on Article 5a and 5b.” **PASSED**

Ms. Dembrow moved:

5 a. “To adopt the recommendation of the US Field Hockey Foundation that the requirement for the USA Field Hockey Board of Directors to approve amendments to the US Field Hockey Foundation Articles of Incorporation be eliminated.” **PASSED**

5b. “To accept the process outlined for amending the Articles of Incorporation.” **PASSED**

Annual Fund. Ms. Madison encouraged all Board members to make a contribution to the Field Hockey annual fund.

The Saturday session was adjourned.

The Sunday session was called to order by Ms. Taylor.

10. Bylaws Discussion.

Implementation Provision in the Bylaws. A lengthy discussion ensued on whether the implementing procedures should remain as part of the bylaws document. Ms. Taylor ruled further discussion out of order until a legal opinion is obtained.

Mr. Johnson moved:

“The Board meet by conference call on December 19, 2006 to vote on the revisions to the Bylaws.” **PASSED**

11. Minutes.

- a. February 10-12, 2006. The minutes were corrected to strike the entire paragraph under item 25 and substitute, “The President then made her remarks.”

Motion made by Ms. Dembrow to accept the minutes as corrected.
PASSED

- b. June 2 - 4, 2006. The minutes were correct to reflect 15.5 should read “Contact with any USFHA staff member by any USFHA Board of Director member must be initiated through the Executive Director.”

Approved:February 10, 2007

By:Board of Directors

Paragraph 17 was corrected to reflect the correct spelling of Ms. Applebee's name.

Motion made by Ms. Dembrow to accept the minutes as corrected.
PASSED

- c. September 20, 2006

Motion made by Mr. Ahluwalia to accept the minutes. **PASSED**

12. New Business.

- a. FIH representative to attend Board meetings.

Motion.

Ms. Dembrow moved to invite Aaron Sher, FIH Board member, to attend any/all USA Field Hockey Board meetings as a liaison and that his room and travel to Board meetings be paid. **PASSED**

- b. Election process. Ms. Taylor suggested returning to using two envelopes for returned ballots and requiring member's signature on the back of the outer envelope. Mr. Cota and Mr. Duncan suggested looking into electronic voting for future elections.

13. Meeting Dates Next Board Meeting.

Motion.

Ms. Madison moved:

The next Board meeting be in Orlando, Florida, site of the Disney Showcase, on February 9-11, 2007. **PASSED**

- 14. The meeting was adjourned at 10:50 a.m.