



**Board of Directors Meeting Minutes
November 18-19, 2021
Irving, TX**

November 18, 2021

Attendees:

USA Judo Board of Directors:

Mark Hill, President

Dave Johnson

Joe Marchal

Gerry Navarro

Joe Ragan

Christal Ransom, joined at 10:15 am

Barbara Shimizu

Jim Webb

Absent:

Serge Bouyssou

Marti Malloy

USA Judo Staff:

Keith Bryant, Executive Director/CEO

Melissa Jones, Director of Finance, Compliance & Office Operations

Ed Liddie, Director of High Performance

Corinne Shigemoto, Director of Events and Membership

Prior to the start of the meeting, US Olympic & Paralympic Committee NGB Governance Advisor, Dave Patterson, joined by Zoom to provide an overview of the key changes and updates required for NGB governance and compliance as a result of revisions by Congress to the Amateur Sports Act. The Board expressed to Mr. Patterson the strain on small NGBs like USA Judo to fulfill these requirements while also managing the other responsibilities with limited resources. Mr. Patterson understood and commended USA Judo for being one of the first NGBs going through the new USOPC-NGB Audit and identifying ways to improve and streamline the process for the future.

Roll Call

President Hill conducted roll call. Quorum was established and the meeting was called to order at 7:54 am CT.

Motion by Mr. Ragan to appoint Melissa Jones as secretary to the board of directors, seconded by Mr. Webb. Motion passed.

Mr. Bryant provided an overview on the USOPC audit and its findings. The audit was an arduous process, and the report shows USA Judo falling short in areas pertaining to policies and procedures and the revised language to be aligned with the updated Amateur Sports Act. The USOPC has provided templates for revised bylaws and most policies, which have been implemented and adapted for USA Judo. The USOPC requires the USA Judo Board of Directors to complete an online training course about conflicts of interest, which will be scheduled in the new year once the new athlete directors are on board.

The board reviewed and discussed the proposed bylaw changes. The proposed changes will be posted for the membership to review and provide comments for at least thirty (30) days. The national office will create an executive summary of the proposed changes that will be included in the posting. In addition, members will be given the opportunity to provide feedback and ask questions to the board on the proposed changes. The details on how to provide feedback will be finalized prior to the posting.

The board discussed the following specific proposed bylaw changes.

- Motion by Mr. Hill to adopt proposed new organization member titles with a merger of National Affiliated Organizations (formerly known as Group A members) and State Group members (formerly known as Group B members) to allow for a third At-Large member to be added to the board. The merger of the National Affiliated and State Group Members would take place at the end of the current State Representative's term. At-Large member candidates would be nominated by the Board and elected by USA Judo Members. Seconded by Mr. Ragan. Opposed by Mr. Navarro. Motion passed.
- Mr. Ragan amended, with Mr. Hill agreeing to the amendment, to add that when the National Affiliated Organizations and State Organizations are merged one (1) vote per registered state membership and one (1) vote, for each national affiliated organization will be allowed in the election process for USA Judo Board Organizational Director. The three (3) At-Large Directors nominated by the Board and elected by the membership will be staggered so that two (2) are elected in one election year (starting with the 2022 election) and one is elected in the following election year (2024). When One group membership director is identified (current Group A Director) following the end of the State (formerly Group B) Directors Term, all At-Large directors will be voted on by the membership. For first election upon the end of the State Director's and One At-Large Director's term, two (2) newly elected At-Large members will join the board and the Group A/National Affiliated Organization Director will stay until term ends at which time that position will be renamed "Organizational Director".

Motion passed with one opposition.

Motion by Mr. Ragan to change the board term limits from two (2) to three (3) consecutive terms, seconded by Mr. Navarro. Multiple oppositions, motion fails.

Motion by Mr. Hill to add the position of Treasurer to the Board who will also be the Chair of the Audit Committee. Seconded by Mr. Webb. Motion passed.

Motion by Mr. Webb to change the term of the Chair of the Board and the Treasurer to read “until the end of their term”, seconded by Mr. Hill. Motion passed.

Motion by Mr. Johnson to change committee terms to two (2) years, seconded by Mr. Webb. Motion passed.

Motion by Mr. Hill to post the proposed amended bylaws for the membership, seconded by Mr. Webb. Motion passed.

Motion by Mr. Hill, seconded by Mr. Marchal, to approve the updated Code of Conduct, Conflict of Interest Policy and Disclosure, Financial Policies and Procedures Manual, Gifts and Entertainment Policy and the Whistleblower Policy. Motion passed.

Recess to Executive Session to discuss committee structure, current committees and their members, and how well they are functioning

Motion by Mr. Hill, seconded by Mr. Johnson, to exit Executive Session. Return to public session.

The board reviewed the first draft of the proposed 2022 budget and asked for additional information from the national office with the goal of getting to a break-even budget. There was also an update on the current fiscal year financials including that the second PPP loan has been fully forgiven.

Motion by Mr. Hill, seconded by Mr. Webb, to recess to Executive Session.

The board discussed the American Judo System, American Judo Development Model, American Judo Alliance Agreement and coaching certifications.

The meeting was recessed at 4:26 pm.

Board of Directors Meeting Minutes (continued)

November 19, 2021

Attendees:

USA Judo Board of Directors:

Mark Hill, President

Dave Johnson

Marti Malloy

Joe Marchal

Gerry Navarro

Joe Ragan

Christal Ransom

Barbara Shimizu

Jim Webb

Absent:

Serge Bouyssou

USA Judo Staff:

Keith Bryant, Executive Director/CEO

Melissa Jones, Director of Finance, Compliance & Office Operations

Ed Liddie, Director of High Performance

Roll Call

President Hill conducted roll call. Quorum was established and the meeting called to order at 8:15 am CT.

Mr. Bryant provided an update on the 2021 Strategic & Operating Plan as well as an overview of the 2022 Strategic & Operating plan.

The board discussed the challenges related to high performance athlete development and its related programs due to the lack of participation in Judo as well as infrastructure, coaching and funding the programs to be competitive with the rest of the world. Also discussed was the modification of Bantam Categories in 2022 to feature single weights and the ability for Bantam-age athletes to compete in an age group and/or weight class one above their true weight/age category. This will be announced/implemented in early 2022.

The meeting was adjourned at 9:30 am CT so that the Board could observe the USA Judo Police Professionals & PAL (P3) Microtraining for law enforcement officers in the Dallas-Fort Worth Area which was covered by the local DFW NBC Affiliate.

At 12:03 pm, while at the Eastside Dojo where the microtraining was held, the board also met to revisit the term limits that were discussed the day before as part of the bylaw's revisions. After much offline small group discussion and contemplation overnight, Mr. Hill summarized the following language:

IF a board member petitions to serve a third term, due to extraordinary circumstances for a good cause, he/she must affirm the vote of seven (7) board members or more to be nominated for a third term on

the board in his/her current position. This would be for a one-time extension only and final decision would be made from the voting process in place for that director's election. Motion by Mr. Ragan to accept this proposed language with the friendly amendment that the third term of a director may be for the same or a different position. Seconded by Mr. Johnson. Motion passed.

Due to the need for public posting/viewing of the amended bylaws for the USA Judo Membership to review, the board asked that Mr. Bryant request an extension from the USOPC before the updated bylaws must be in place as a result of the USOPC audit.

Motion to adjourn made by Mr. Marchal. Seconded by Mr. Johnson. Meeting adjourned at 12:19pm.