



USATT Board Teleconference Minutes February 7, 2022

Board Chair **Richard Char** called the Board Teleconference to order at **6:03 pm** US Mountain time.

Board Members in attendance: **Tara Profitt, Thomas Hu, Dan Reynolds, Kelly Watson, Arjun Chowdri, Will Shortz, Brandon Lawrence, Nikhil Kumar, Lily Zhang** and Board Chair **Char**.

USATT Outside Counsel: **Brian Moran, Esq.** and **Stephen Hess, Esq.**

USATT Foundation: **Tim Crawley, Pam Fontaine** and **Sheri Cioroslan**

USOPC: **Denise Parker**

USATT Staff Present: **Virginia Sung** (CEO), **Mark Thompson** (COO, Athlete Protection Officer, General Secretary), **Jasna Rather** (Para High Performance Director), **Gao Jun** (US National Team Head Coach), **Tina Ren** (Membership Director)

Other Persons Present: **Anil Godhwani, Raymond Spann, Brian Wu, Arun Jha, Willy Leparulo** (NCTTA), **Kagin Lee, Niraj Oak, Larry Hodges, Nirali Gandhi, "Kyle," "John R," "Xiaoli,"** and **"I-Phone" (unidentified)**

Board Chair Call for Conflicts

Board Chair Char called for actual, anticipated or perceived conflicts, and none were noted.

Welcome New Board Members

Board Chair Char welcomed Athlete Representatives, **Nikhil Kumar** and **Lily Zhang**, to their first USATT Board Meeting as newly elected Members of the Board.

Approval of Minutes from Board Meeting of December 6, 2021

Upon Motion properly presented and seconded, the following Resolution was unanimously approved (with Board Members **Nikhil Kumar** and **Lily Zhang**, both of whom were attending their first USATT Board Meeting as a Member of the Board, abstaining):

RESOLVED: That the Minutes from the Board Meeting held on December 6, 2021, are approved and formally entered into the record.

Report of the CEO

USATT Chief Executive Officer **Virginia Sung** presented a PowerPoint focusing on the Year in Review for 2021. After noting that 2021 was an extremely busy and eventful year, Ms. Sung focused her presentation on (i) the organization's new membership structure and expected growth of the membership base; (ii) member club participation and opportunities and areas for growth; (iii) sanctioned tournament and event activity (including the



ongoing efforts for regionalization of the US Nationals structure); (iv) the exceptional efforts and success of the elite athletes in the able-bodied and para High Performance Departments (including record setting performances at the Olympics, Paralympics and World Championships); (v) the uptick in activity and creativity on the USATT Social Media Platforms; and (vi) the organization's current financial status and outlook.

Ms. Sung also set out the organizational goals for the next year, including the drive for significant membership growth, expansion of opportunities for clubs, improvement in the area of event management, the effort to continue the drive for excellence amongst the elite athletes, increased sophistication and applicability of technological solutions to areas within the operations department, and establishing a robust fundraising effort. Ms. Sung further noted the ongoing work and analysis of the Five-Star Tournament Task Force, which is working on strengthening all aspects of USATT's event presentation efforts, particularly at the US Nationals and US Open.

Ms. Sung addressed several questions posed at the conclusion of her presentation, particularly related to financial performance and fund-raising efforts.

Audit Committee Report – Approval of Budget

Board Member Kelly Watson presented the Audit Committee Report. Ms. Watson noted that the Audit Committee recently met with USATT's outside accounting management firm, Altruic Advisors, and the firm retained to undertake the 2021 Financial Audit for USATT, Sobel and Company. The current timeline on the 2021 Audit Process will have the field work undertaken in April and May of 2022 with draft financial statements prepared and submitted by June and final financials submitted to the Board by the end of June.

Ms. Watson stated that the Audit Committee had undertaken an extensive and detailed review of the 2022 Annual Budget for USATT and is recommending that the full Board approve the Budget that was delivered to Board Members in November of 2021. However, a few Board Members requested more time to review the proposed Budget, and it was agreed to postpone a Board vote on the Budget until a separate meeting could be held to discuss the proposed Budget. The 2022 Budget will be reviewed, considered, and voted upon at a Special USATT Board Teleconference set for Thursday, February 17, at 6:00 pm US Mountain Time.

Update on Athlete Elections

USATT General Secretary Mark Thompson reported that USATT's current and on-going Elite Athlete Election for two seats on the USATT Board of Directors is proceeding in a timely fashion. The Election, which will determine the "Third" and "Fourth" Athletes on the USATT Board, has two persons running for each of the two available positions. Ballots have been properly delivered to all persons who have been identified as eligible voters, and the ballot will remain open until February 23, 2022, at 5:00 pm (US Mountain). It is expected that the election will be certified by the independent third-party election process contractor handling the election, YesElections, on or around February 24, 2022.



Amendments to Bylaws

USATT Chief Operating Officer reported that he and CEO Virginia Sung met with USOPC Auditors on Friday, February 4, 2022, to discuss the ongoing remediation efforts related to the 2021 USOPC Audit of USATT. Mr. Thompson stated that the Auditors identified several issues that still must be addressed in the remediation effort, but that he, Ms. Sung, and the Auditors had agreed upon a strategy to resolve these issues in a timely manner.

In this discussion, the Auditors identified three elements with respect to the USATT Bylaws that are required by the USOPC Implementation Guide that the Auditors suggested could be corrected without great difficulty: (i) that the USATT Bylaws must expressly state that the organization's Grievance Procedures will address Complaints related to alleged violations of all USATT Policies and Procedures including the Code of Conduct, Principles of Ethics, and Conflicts of Interest; (ii) that the USATT Bylaws must allow for at least two authorized individuals to receive Complaints under the Grievance Procedures; and (iii) that for some unknown reason, the Anti-Doping Policy set out in the currently posted USATT Bylaws had not been properly copied from the Implementation Guide and that there were several words that were out of place and that USATT should simply copy the correct language and drop it into the Bylaws.

Mr. Thompson stated that he promptly drafted additions, revisions and/or edits to the Bylaws to address each of these three issues (for USATT Bylaws Sections 10.1.e., 10.2 and 10.B.1) and submitted those to the USOPC Auditors, who reviewed the same and stated that these proposed revisions met the USOPC Implementation Guide requirements. Mr. Thompson then submitted those revisions to Board Chair Char and outside counsel, Brian Moran, Esq., and Stephen Hess, and requested that these Bylaw revisions be submitted to the full Board for consideration and approval.

Board Chair Char circulated the proposed Bylaw revisions prior to this Board meeting, but at the request of some directors, it was decided to allow the Board Members more time to consider the proposed revisions prior to voting on whether to approve them. These Bylaw Amendments will be addressed at the Special Board Teleconference that is currently set for Thursday, February 17, at 6:00 pm US Mountain Time.

Next Board Meeting – April 4, 2022

Board Chair Char notified all present that the next regularly scheduled Board Meeting will be held on Monday, April 4, 2022, at 8:00 pm Eastern Time.

Executive Session

Upon Motion properly presented, seconded and approved, the Board excused the General Membership and moved into Executive Session where it discussed various matters.

Outside counsel Stephen Hess, Esq., presented certain amendments to the Code of Conduct and Social Media Policy for USATT Board Members, and at the request of certain Board members, it was agreed that the full Board would consider and vote on the proposed amendments at the Special Board Teleconference on Thursday, February 17, at 6:00 pm US Mountain Time.



It was proposed that the USATT Board of Directors undertake a Strategic Planning Session with the guidance and support of the USOPC. It was agreed that Board Chair Char will create a shared document so Board Members and Staff can comment on dates, location and agenda for the Strategic Planning Session. USATT CEO Virginia Sung will address this matter with USOPC representatives to determine their availability and level of support.

Board Member Will Shortz provided a report from the Compensation Committee regarding USATT Chief Executive Officer Virginia Sung.

Upon Motion properly presented and seconded, the following resolution was passed Seven Votes to One (with Board Members Nikhil Kumar and Lily Zhang abstaining, and Board Member Thomas Hu voting “No”):

RESOLVED: That the Compensation Committee recommendations related to USATT Chief Executive Officer Virginia Sung are approved.

Upon Motion properly presented and seconded, the following Resolution was unanimously approved.

RESOLUTION: That the Board concludes the Executive Session and move back into the Board’s General Session.

Adjournment

It was properly moved, seconded and approved to adjourn the meeting. Board meeting adjourned at 8:30 pm US Mountain time.

Respectfully submitted.

Mark Thompson
USATT General Secretary

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