



USATT Board Special Teleconference Minutes February 17, 2022

Board Chair **Richard Char** called the Board Teleconference to order at **6:05 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.**

USOPC: **Dragomir Cirosoian, Meara Gonzalez, Travis Williams**

USATT Staff Present: **Virginia Sung** (CEO) and **Mark Thompson** (COO, Athlete Protection Officer, General Secretary),

Other Persons Present: **Kagin Lee, Larry Hodges**

Board Chair Call for Conflicts

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

Approval of 2022 USATT Budget

Board Chair Char referenced the Audit Committee presentation at the February 7 USATT Board Meeting in which the Audit Committee recommended approval of the 2022 USATT Budget. Mr. Char noted that there had been discussions and email exchanges amongst the Board Members since the February 7 meeting and prior to this Special Board Meeting regarding the 2022 Budget. Audit Committee Chair and Board Member Kelly Watson stated that the Audit Committee recommended approval of the budget. The budget process was explained and was not accepted by Board Member Thomas Hu. Board Member Lily Zhang asked a question about the budget, which was addressed USATT CEO Virginia Sung.

Upon Motion properly presented and seconded, the following Resolution was approved on a vote of seven (7) in favor and three (3) against (with Board Members Thomas Hu, Nikhil Kumar and Lily Zhang voting against):

RESOLVED: That the 2022 USATT Budget, as revised and presented by the USATT CEO and recommended for approval by the USATT Audit Committee, is hereby approved.

Approval of Amendments to Bylaws

Board Chair Char referenced a presentation at the February 7 USATT Board Meeting by USATT Chief Operating Officer Mark Thompson regarding three proposed amendments to the USATT Bylaws, and specifically to Bylaw Sections 10.1.e., 10.2 and 10.B.1.

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

RESOLVED: That the amendments to USATT Bylaw Sections 10.1.e, 10.2, and 10.B.1 in the form attached hereto (Attachment A) are approved.



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.

Approval of Amendments to Code of Conduct and Social Media Policy for Board Members

Board Chair Char referenced a presentation during Executive Session at the February 7 Board Meeting by outside counsel Stephen Hess, Esq., regarding proposed amendments to the Code of Conduct and Social Media policy for USATT Board Members.

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

RESOLVED: That the amendments to the USATT Board Code of Conduct and Social Media policy in the form attached hereto (Attachment B) are approved.

USATT Policy on Member Comment at USATT Board Meetings

Board Chair Char referenced proposed policy changes to the procedures related to member comments and questions before, during and after USATT Board Meetings. The Board Members agreed to discuss this issue further and see if a consensus could be reached on how member comment and questions will be handled for future Board Meetings.

Adjournment

It was properly moved, seconded and approved to adjourn the meeting. Board meeting adjourned at 6:57 pm US Mountain time.

Respectfully submitted.

Mark Thompson
USATT General Secretary

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Attachment A

ARTICLE X COMPLAINT PROCEDURES

Section 10.1. Designation of Complaints.

The following kinds of complaints may be filed with USATT:

- e. Any and all Grievances Related to USATT Policies and Procedures. Complaints instituted in matters raising issues regarding USATT Policies and Procedures, such as Code of Conduct, Ethics Principles, and/or Conflicts of Interest. ^{33-a}

Section 10.2. Manner of Filing.

The complainant shall file the complaint with the Ethics and Grievance Committee. The complainant shall submit a copy of the complaint to the Athlete Protection Officer, who shall confirm receipt and deliver said copy to the EGC. ^{33-b} The complaint shall set forth in clear and concise language, preferably in numbered paragraphs: (i) the alleged violation, grievance, denial or threat to deny, (ii) the remedy requested, evidence supporting the complaint. The complainant shall sign the complaint.

ARTICLE X-B US ANTI-DOPING AGENCY

Section 10-B.1. Member Responsibilities. ^{42, 43, 44}

It is the duty of individual members of USATT to comply with all anti-doping rules of the World Anti-Doping Agency (WADA), the ITTF, the USOPC including the USOPC National Anti-Doping Policy, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the ITTF, the USOPC and USADA. Athlete members agree to submit

to drug testing by the ITTF and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that an individual member may have committed a doping violation, the member agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the ITTF, if applicable or referred by USADA.



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Attachment B
Board Code of Conduct

As a member of the Board I will...

- Listen carefully to my fellow board members
- Respect the opinions of other board members
- Respect the decisions of the board, including in instances where I voted against a particular decision/action
- Recognize that all authority is vested in the board as a whole and not within individual board members
- Keep informed of developments that are relevant to issues that may come before the board
- Participate actively in board meetings and come to meetings with an open mind and sincere interest in learning about the issues before the board and engaging in dialogue with my fellow board members.
Meetings will be conducted in accordance with Roberts Rules of Order.
- Call to the attention of the board any issues that I believe will have an adverse or beneficial impact on USATT's mission and programs
- Refer complaints from stakeholders of USATT to the appropriate persons in the chain of command
- Represent all of USATT's stakeholders and not a particular faction or special interest group
- Consider myself a trustee of USATT and do my best to ensure that USATT is financially secure and healthy and always operating in pursuit of its mission
- **Abide by the Bylaws of the USATT**
- **Abide by the USATT Conflicts of Interest Policy**
- **Abide by the USATT Entertainment and Gifts Policy**
- **Abide by the USATT Social Media Policy**
- **Adhere to the policies of the Center for Safe Sports**

As a member of USATT Board I will not...

- Be critical, in or outside of a board meeting, of other board members. This does not restrict me from respectfully disagreeing with another board member
- Use USATT or its assets for my personal advantage, or the personal advantage or benefit of my friends or relatives
- Discuss the confidential proceedings of the board outside a board or committee meeting
- Promise—prior to a board meeting—how I will vote on any issue being brought before the board
- Interfere with the duties of the CEO or undermine the authority of the CEO

The USATT Ethics Policies – General Principles are hereby incorporated by reference to the Board Code of Conduct except as otherwise provided herein.



USATT ETHICS POLICIES -- GENERAL PRINCIPLES **[adopted last year]**

The following General Principles are hereby incorporated into and made a part of each Code of Conduct and Code of Ethics (collectively “Codes”) promulgated by USATT.

Organizational Expectations

Persons covered by any Code of Conduct are expected to conduct themselves in a manner that does not violate any conduct proscribed by the applicable Code of Conduct as well as:

- All state and local laws,
- All federal laws
- The Ted Stevens Olympic and Amateur Sports Act
- All rules, policies and procedures of USATT and the USOPC
- The Olympic Movement Code on the Prevention of Manipulation of Competitions

Resolution

Allegations concerning allegations of the violation of any Code of Conduct are resolved through the Ethics Committee in accordance with procedures promulgated by the Ethics Committee

Policy Owner

Except as the procedural rules of the Ethics Committee may otherwise require, these General Principles are administered under the direction of the Ethics Committee and Mark Thompson of USATT. Mr. Thompson can be reached at Mark.Thompson@usatt.org

Whistleblower Policy

USATT’s various Codes of Conduct (collectively “Codes”) require all participants in USATT activities to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As members of USATT, it is vital that such participants reflect honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. Specifically, the Codes require compliance with the Ted Stevens Olympic and Amateur Sports Act, the USOPC Bylaws, all USATT policies and procedures, and state and federal laws.



It is the responsibility of all members and those who serve USATT (including athletes, Board members, Committee members, task force members, volunteers, hearing panel members and others) to comply with the Codes and to report violations or suspected violations in accordance with this Whistleblower Policy. [The Whistleblower Policy also applies to employees as set out in the Employment Manual.]

The Codes support the organization's open-door policy and suggests that members share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, the best initial contact is Mark Thompson, who is USATT's Compliance Officer. The Compliance Officer has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when you are not satisfied or uncomfortable with following USATT's reporting policies, individuals should contact the Chair of the USATT Board of Directors, who will determine the most effective method of managing the complaint.

The organization's Compliance Officer is responsible for managing the investigation and resolution of all reported complaints and allegations concerning violations of the Code in accordance with USATT Policies, and, at his/her discretion, to advise the Chair of the Board of Directors. The Compliance Officer also has direct access to the audit committee of the board of directors and is required to report to the audit committee at least annually on compliance activity.

Anyone filing a complaint concerning a violation or suspected violation of the Codes must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated, and which prove to have been made maliciously or knowingly to be false, will be viewed as a serious disciplinary offense.

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation.



Anti-Retaliation

No individual who in good faith reports a violation of the Codes shall suffer harassment, retaliation or other adverse consequences. An individual who retaliates against someone who, in good faith, has reported or provided evidence related to a violation in good faith is subject to discipline up to and including termination of membership. This Whistleblower Policy is intended to encourage and enable members and others to raise serious concerns within USATT prior to seeking resolution outside the organization.

Board Social Media Policy

At USATT we are grateful when board members show online the same dedication and passion they bring to our mission and programs every day. That's why we've created this Social Media Policy. This policy:

- Explains why and how your personal use of social media benefits USATT
- Offers practical tips
- Creates awareness on the board about how our actions and behavior on social media channels may affect the reputation of USATT, even outside the boardroom and workplace

Statement of Purpose

USATT encourages the board's personal use of social media to support our mission and programs. Board member posts on social media can help USATT expand its reach and increase its impact by: helping to raise awareness about the mission and work of the Board and the sport of Table Tennis, building a sense of community among members and potential members, helping to improve the knowledge or skills of athletes, coaches, trainers, managers, administrators, and officials, providing a virtual means to engage members and potential members, and more.

Social media is an effective communication tool but sometimes it can be challenging for Board members to reconcile their public and private social media activities in terms of their role as a board member of USATT. Social media is designed for self-expression and encourages conversations. This policy provides a framework for board members to engage in these activities effectively and ethically.

Please feel free to follow, like, or connect with our official brand presences on social media and share any or all content on your personal social media profiles and networks. However, consider sharing carefully and strategically. Remember that any post or share is likely to



trigger reactions that will comment on our organization's programs and official presence. Most of USATT's general content, when shared on social media, will automatically incorporate the title of the content. If you are unsure about what to say, you can simply share without commenting.

Statement of Policy

While serving on the USATT Board of Directors, board members are both granted permission to and are encouraged to use social media as a conduit for informing the public about the programs of the organization. This needs to occur in a professional and ethical manner and consistent with the Board Code of Conduct.

Publication and commentary via social media channels carries similar obligations to other USATT publications or commentary. All uses of social media must follow the same ethical standards that USATT Board members follow in their face-to-face Board practices. Board members must consider the Conflict of Interest Policy, Code of Conduct and Board Member Position Description when posting as a board member on social media sites.

The USATT name may not be used in social media identities, logon ID's and user names without prior approval from the CEO.

Following the Policy

It is best to err on the side of caution. If you are unsure whether or not something is appropriate to post on social media, contact the CEO or Board Chair before making the post live. If a board member, for whatever reason, takes an action that is in conflict with this policy, s/he or she will be contacted by the CEO or Board Chair to resolve the situation and may be asked to withdraw, correct, or revise postings.

Logistics

In order to help distinguish when you're speaking as an individual and when you're speaking as a USATT Board member, you may want to consider setting up two accounts for each of the social media tools on which you post. One account would be used for your role as a Board member the other account would be used for your personal postings.

Here are additional logistical tips about using social media to promote the mission of USATT:

- USATT believes in transparency and honesty. Use your real name, be clear who you are, and identify what capacity you serve in USATT and do not post anonymously, using pseudonyms or false screen names. **Do not share Board information with bloggers or other third parties on social media to avoid attribution.**



- Use tags when posting USATT content (e.g. #USATT or @USATT) to help ensure your message reaches its targeted audience.
- Post frequently and respond to comments and replies from others quickly and accurately.
- Know and respect your audience, including USATT and its members.
- Be smart and protect your privacy and the privacy of other USATT members by taking simple steps such as avoiding posting personal details, like phone numbers; reading website privacy policies, making use of privacy settings on social media sites, etc.
- Avoid social media arguments and debates and alert the CEO if you see a misrepresentation made about USATT in social media. If you yourself are accused by anyone of posting something improperly, inform the CEO of the situation promptly in order to determine best next steps and to quickly resolve the situation.

Content

Regardless of what account you use for posting as a board member, be sure to limit your board-related posts to sharing public information about the work of the board, news and announcements from the board, etc. Posting personal opinions about individual board members is inappropriate and could be a violation of the Board Code of Conduct. Differences among board members must be respected and encouraged, but once a vote is taken those who dissented must accept the decision and, unless later changed, support its implementation.

- **Posts must always be in accordance with the Board Code of Conduct.**
- Before posting, ask yourself if the post will improve knowledge or skills of USATT members, if it contributes directly or indirectly to the improvement of USATT, or if it builds a sense of community or it helps to promote USATT's mission.
- **As a Board member, you may have access to private or confidential information about the USATT, including information about plans, financials, and personnel. If this information is non-public, it must be held in confidence and disclosure either directly or indirectly is a serious violation of the Code of Conduct.**
- Write about what you know (if needed, verify any Board or USATT related facts, dates, etc. with the CEO).
- Remember that what you publish will be around for a long time; consider the content carefully. Strive to make sure it is accurate and professional.



- It is good general practice to link to others' work rather than reproduce it. Adhere to the laws governing copyright and fair use or fair dealing of copyrighted material owned by others, including USATT's own trademarks, copyrights and brands.
- Always ask for permission from the CEO before identifying a member or sponsor and never discuss confidential details of any individual's or organization's engagement in USATT.
- Use your best judgment and be sure to make it clear that any views expressed are yours alone and do not represent the official views of USATT. Don't speak on behalf of our organization. (Use a disclaimer if you have your own blog or social media profile.)
- Don't associate our organization and its logo with any inappropriate content.
- Don't comment on our organization's financial performance without prior approval from the CEO.
- Bring out your own personality and say what's on your mind (in a respectful and professional tone), consistent with the Board Code of Conduct.

The following are some examples of the kinds of posts a Board member might share via social media:

- Announcements: "USATT Board meeting coming up, reading through the documents we'll be talking about; looking forward particularly to the discussion on a social media policy for Board members."
- USATT website: "Excited to see the Top 25 Team USA Women on <http://www.teamusa.org/USA-Table-Tennis/Ratings/Top-25-USA-Women>
- Community News: "Proud that a Table Tennis Club is helping out after Harvey: <http://www.teamusa.org/USA-Table-Tennis/Features/2017/September/05/Pong-for-Harvey-Table-Tennis-Club-Helps-Community>
- New projects: "Did you know that USATT is considering....? You can read about it on the USATT website @....."

Resources:

- *10 Issues to Address in Your Nonprofit's Social Media Policy*, by Gene Takagi, www.thenonprofittimes.com/news-articles/nonprofit-social-media/
- Beth Kanter's Curated Collection of Nonprofit, Government, and Corporate Social Media Policies - <http://bethkanter2.wikispaces.com/curated+collection+of+social+media+policies>
- SAMPLE Social Media Policy, Society for Human Resource Management
 - *Social Media and Boards*, by Laura Otten, USATT Center, www.lasallenonprofitcenter.org/social-media-boards/



Acknowledgement

I understand and agree to abide by the Board Code of Conduct and the Social Media Policy of the USATT.

I further understand and agree that a material violation of the Board Code of Conduct is grounds for being removed from the Board of Directors. In the event it is determined by a vote of the majority of the USATT Board of Directors, that I have materially violated the Board Code of Conduct, I will resign immediately from the Board.

Name: _____

Signature: _____

Date: _____