USATT Board of Directors Teleconference Meeting Minutes

January 21, 2015, 8:00 PM EST

A. Call to Order, Roll Call, Quorum Established, Conflict of Interest Statements

The USATT Teleconference meeting was called to order at 8:03 pm EST on January 21, 2015 by Chairman Mike Babuin. Roll call was taken, and there were no conflicts of interest. The COB yielded the floor to Mr. Taylor, General Counsel.

Members present:

Mike Babuin, Chairman of the Board (COB)
Peter Scudner, Independent Director, newly elected Chairman of the Board
Anne Cribbs, Independent Director
Jim Kahler, Independent Director
Kagin Lee, National Organization Director
Han Xiao, Athlete Director (joined meeting at 9:14 pm)
Larry Hodges, At Large Director

Also in attendance:

Gordon Kaye, Chief Executive Officer (CEO)
Doru Gheorghe, Chief Operating Officer (COO), High Performance & Technical Director
Dennis Taylor, Secretary & General Counsel
Carl Danner, Foundation Representative
Lee Kondo, Assistant Secretary

B. Election of Chairman For Two-Year Term

In accordance with USATT bylaw 8.2, General Counsel stated that the election of the Board Chair would be the day's first order of business. Mr. Peter Scudner and Mr. Mike Babuin were the two candidates for Chairman of the Board, and they each presented their oral statements to the Board. After candidate statements were completed, General Counsel conducted a roll call voice vote.

Mr. Scudner won the election by a vote of four to two. Votes for Mr. Scudner were Ms. Cribbs, Mr. Kahler, Mr. Lee, and Mr. Scudner. Votes for Mr. Babuin were Mr. Hodges and Mr. Babuin. Mr. Taylor yielded the floor to Mr. Scudner, newly elected COB. Mr. Scudner thanked Mr. Babuin for his service as Chair.
C. Approval of Minutes From December 16-17, 2014

**MOTION 1.** MOVED to approve the Minutes of December 16-17, 2014 as amended.

Movant: Kagin Lee
Second: Larry Hodges

Discussion: Changes proposed by Mr. Lee were incorporated into the Minutes. The CEO will work with Mr. O'Neill to ensure that committee reports are posted on USATT's website and that website links within the Minutes to these reports are included.

The motion passed unanimously by voice vote.

D. Recommended Bylaw Change Establishing "Associate Membership"

It was recommended that the Supporting Members provision of Bylaw section 5.1 be revised. Currently, the Supporting Members provision states:

Supporting members are those individuals who register as supporting members and who are interested in the purpose, programs, aims and objectives of USATT. Supporting members may not vote or compete in USATT sanctioned events.

The proposed amendment to this provision states:

Supporting members are those individuals who register as a supporting members (or such name as may be deemed appropriate by the CEO) and who are interested in the purpose, programs, aims and objectives of USATT. Supporting members have the same rights, privileges, and benefits as General Members except supporting members may not vote and may compete in USATT sanctioned tournaments by purchasing a Tournament Pass.

**MOTION 2.** MOVED to amend the Supporting Members provision of Bylaw section 5.1 as revised.

Movant: Mike Babuin
Second: Larry Hodges

Discussion: General Counsel stated that proper notice of the bylaw change was given at the December Board meeting. The CEO noted that supporting members would receive additional value for their memberships from distributors (e.g., discounts). It was agreed that the proposed amendment would not refer to the lack of limitations on the number of Tournament Passes purchased. The CEO will work with TDs to facilitate implementation of this change.
The Motion passed by unanimous vote.

E. CEO’s Report

The USATT is progressing towards closing its accounting books and preparing for an accounting audit. The CEO is working with RailStation to ensure that all three tournament software providers are seamlessly interfaced with RS software. Currently, one fully integrated database exists for tournaments. Discussions with potential sponsors are positive. A possible change in date for the 2015 Nationals may be beneficial due to timing of ITTF events. The U.S. Open schedule will be released soon once sponsorships have been explored and hotel arrangements are made.

Mr. Danner left the meeting at 9:04 pm. Mr. Xiao joined the meeting at 9:14 pm.

F. Committees

At the next Board teleconference meeting, Committee chairs and members will be selected based upon the applicants’ letters of interest submitted.

**MOTION 3.** MOVED to approve the attached USATT Committee Procedures and Responsibilities document drafted by Mr. Scudner as amended to further define committee procedures and responsibilities as permitted under USATT Bylaw section 9.1. However, nothing in this motion shall contradict the definitions or procedures of the Standing Committees as defined in the bylaws.

Movant: Peter Scudner
Second: Kagin Lee

Discussion: Mr. Lee proposed minor changes in Mr. Scudner's circulated document regarding the definition of committee procedures and responsibilities. Mr. Scudner agreed with Mr. Lee’s minor changes. Mr. Hodges noted his concerns regarding a lack of emphasis on committee implementation.

The Motion passed by a vote of 4:1:0. Voting for the motion were Ms. Cribbs, Mr. Kahler, Mr. Xiao, and Mr. Scudner. Voting against was Mr. Hodges. Mr. Babuin did not vote.

G. Old Business

None
H. New Business

The CEO suggested that the Board appoint Mr. Larry Hodges as USATT's volunteer Regional Association Director, developing regional/state/local associations. Mr. Scudner said that since Bylaw section 6.1 already addresses regional divisions as extensions of the USATT, volunteers can be organized within geographical regions via this provision. As such, Mr. Scudner proposed that task force might be approved by the Board, whereby a task force leader (e.g., Mr. Hodges) would be appointed. The task force might assemble a list of state and regional associations. Mr. Xiao expressed interest in working on the task force.

BOARD ACTION: The COB appointed Mr. Larry Hodges, Chair, and Mr. Han Xiao to the Regional Association Task Force.

Approved, without objection.

Mr. Larry Hodges, leader, and Mr. Han Xiao, member, were appointed to the approved task force.

Approved, without objection.

I. Executive Session

Executive Session was convened at 9:35 pm. No minutes are taken during executive sessions.

Open session resumed at 10:01 pm.

J. Adjournment

The meeting was adjourned at 10:01 pm ET.

Notice of the time and date for the next Board meeting will be distributed at a later date.

Respectfully submitted by,

Lee Kondo
Assistant Secretary
USATT COMMITTEE PROCEDURES AND RESPONSIBILITIES

Bylaws Section 9.1. Designation. (for reference)

There shall be no Executive Committee or other committee(s) with management authority delegated by the Board. Similarly, there shall be no entity or individuals who have overlapping or superior authority to the Board, such as a “super-board” (commonly called a governing council or general assembly).

USATT shall have at least the following standing committees:

Audit Committee, Ethics and Grievance Committee, Compensation Committee, the Nominating and Governance Committee, and the High Performance Committee.

The Board shall appoint such advisory task forces or committees as the Board believes appropriate, and shall define narrowly the mission and deliverables of such task forces or committees. The decision to appoint or not appoint and to terminate such a task force or committee shall be exclusively at the Board’s discretion.

Committees shall provide recommendations and pursue special projects as directed by the board. Committees may be assigned to support day-to-day operations of USATT. Committees may organize volunteers to help them execute their tasks. Committees are not policy making bodies, but they can recommend policy and operating procedures to the Board or CEO. Committees have no independent management authority.

The composition of all Committees shall not exceed five (5) persons, to include the Chair and each Committee shall have at least twenty (20%) elite athlete representation. Each Committee shall have a liaison with the board or staff.

Committee Procedures

Each Committee shall submit an annual report on committee matters to the Board in December of each year or upon the request of the Board or CEO. The Board shall assign a Board liaison and the CEO will assign a staff liaison to each committee as needed. The liaison will have voice, but no vote within the committee they are assigned to serve.

Each Committee shall establish procedures for conducting its business and affairs. Such procedures shall be published and made available on the USATT’s website. Committees will conduct their business in accordance within a budget that is approved by the Board on an annual basis. Special projects are to be presented in detail to the Board as part of the annual budgeting process.

Committee Responsibilities

All committees are required to perform the following tasks:

1. Submit articles, blog posts and reports to the association on a regular basis on topics relevant to their missions.
2. Review and update all related materials on the website
3. Meet on a regular basis via web or teleconference to ensure continued progress on committee-related responsibilities.
4. Meet face to face annually at either the U.S. Open or U.S. Nationals/Annual Assembly, provided committee members are able to make the trip.
5. Submit minutes of any meeting in a timely fashion, within 30 days of a meeting date.
6. Submit an annual report on committee activities in December of each year to the Board and CEO. Present and discuss the committee’s annual report at the subsequent Board meeting.
7. Other assignments as may be given by the Board or CEO

Committees are expected to include Paralympic programs and athletes in their missions and planning.

The following are general responsibilities for each listed Committee:

- The responsibilities of each standing committee are described in the USATT Bylaws.

**Audit Committee:**

**Ethics and Grievance Committee:**

**Compensation Committee:**

**Nominating and Governance Committee:**

**High Performance Committee:**

The following are specific responsibilities for each listed advisory committee:

**Rules Committee:**
- Monitor and interpret ITTF rule and technical changes for recommendation to the Board
- Advise the Board and CEO on rule and technical interpretation and change implementation
- Advise the Board and CEO on technical aspects impacting Table Tennis

**Marketing Committee:**
- Advise the Board and CEO on marketing and fundraising initiatives
- Develop strategic marketing and fund raising campaigns that support the mission of USATT
- Advise the Board and CEO on fundraising and sponsorship best practices and trends

**Club Committee:**
- Review the existing USATT club membership structure and advise the Board on the promotion, growth and support policy of clubs.
- Publish “How-to” guides for USATT clubs
- Survey clubs regarding their needs and expectations for USATT support
- Survey clubs regarding their existing structure and memberships
- Review how clubs fit and maintain a role in the USATT Strategic Plan

**League Committee:**
- Recommend guidelines and requirements for affiliated leagues
- Recommend guidelines and membership benefits for USATT league membership category
- Develop standards and training programs for league administrators
• Develop format and qualification requirements and for team league national championship
• Develop plans to promote the growth of affiliated leagues

**Tournament Committee:**
• Publish national and regional sanctioning procedures
• Advise the Board/CEO on bidding and selection procedures for USA events
• Cooperate with the HPC on High Performance Tournaments in the USA
• Encourage tournament directors and clubs to increase the number of USATT sanctioned tournaments
• Develop standards and training programs for Certified Tournament Directors
• Provide guidance on improving public presentation and conduct of tournaments
• Review and evaluate the rating system and make recommendations to the Board

**Coaching Committee:**
• Review and recommend domestic and international coaching/education programs and opportunities.
• Review, establish and nurture coaching information exchange programs
• Review and recommend domestic coaching education programs and opportunities
• Consult with the HPC in the selection criteria of national team coaches and make selection of minimum qualified candidates
• Conduct and publish procedures for coach certification
• Appoint, certify, train and monitor certified coaches
• Conduct the Annual Coach of the Year Selection Process

**Umpires’ and Referees’ Committee:**
• Conduct domestic certification programs for officials (referees, umpires and racket control) and classifiers.
• Present a clear path for certification programs for officials/classifiers for posting on the website
• Conduct classification clinics for new athletes or athletes that need to be reviewed for classification
• Maintain records of player cards/classification and assist in writing of appeals or requests for reclassification and other items as needed regarding classifiers/classification
• Nominate referees, umpires, racket controllers and classifiers for domestic and international events and advise the Board on ITTF nominations in respective areas

**Editorial Committee:**
• Serve as a review body for all USATT publications and promotional material
• Serve as a resource to the USATT webmaster and media staff

**Senior Committee:**
• Actively promote senior events for athletes over 40 years old
• Monitor and convey international and domestic senior opportunities to members
• Be the advocacy group for Senior programs
Junior Committee:
- Be the advocacy group for Junior and Cadet programs
- Monitor and support scholastic based programs domestically
- Compare and contrast international programs for USA adoption/implementation
- Develop and implement a process for a National Junior Grass roots program

Hardbat Committee:
- Be the advocacy group for Hardbat players in USATT
- Develop a program for inclusion of Hardbat events in sanctioned USATT events

This document shall supersede the 2012 report on restructuring committees.