



USATT Board Teleconference Minutes June 1, 2020

Board Chair **Richard Char** called the Board Teleconference to order at **6:06 pm** US Mountain time.

Board Members in attendance: **Kelly Watson, Niraj Oak, Tara Profitt, Sergio Garcia** and **Richard Char** (Chair);

USATT Outside Counsel: **Brian Moran, Stephen Hess, Bill Belitsky**

USOPC Representatives: **Dragomir Cioroslan, David Patterson**

USATT Staff Present: **Virginia Sung** (CEO), **Mark Thompson** (COO, General Secretary); **Tammy Kuypers** (Director of Business Administration); **Josh Dyke** (SafeSport Specialist), **Chad Knasinski** (Director of Marketing and Communications); **Sean O'Neill** (High Performance Director); **Doru Gheorghe** (High Performance Assistant Director), and **Jasna Rather** (Para High Performance Director)

Other Persons Attending: **Bill Draper, Lee Kondo, Willy Leparulo** (NCTTA), **Brandon Lawrence** (NCTTA), **Kagin Lee, Dan Reynolds, Kunapuli Priyanka,** and **Larry Hodges**

Board Chair Call for Conflicts – None Noted

Approval of Minutes from Board Meeting Held on May 4, 2020

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

RESOLVED: That the Minutes from the Board Meeting held on May 4, 2020 are formally entered into the record.

Chief Executive Officer's Report

Board Chair Char requested a status report from USATT's Chief Executive Officer, Virginia Sung, who stated that, since the outset of the COVID-19 pandemic, USATT has initiated many programs involving members, clubs, and athletes. The goal has been to set a positive tone for table tennis community and give clear cut direction to our stakeholders.

USATT believes it has accomplished these goals from several perspectives, including committee engagement, club and member involvement, and participation from our athletes. The first phase of the community involvement during the pandemic was referred to as "Pong Positive," but the organization is moving into a new phase referred to as "Pong Prudent" or "Pong Wise" during which USATT will implement an e-learning and coaching program, improve the organization's technological presence, and strengthen communication with committees. USATT also intends to launch a few new programs with athletes and committees, while monitoring fiscal considerations, which are currently within budget projections.



With respect to strategic business concerns, USATT intends to analyze how the pandemic will impact the sports industry overall in order to gain an understanding of the full extent of a potential financial crisis. It's important to analyze risks and opportunities and to be creative and flexible in adjusting the business model in this new environment. USATT anticipates some pushback during these turbulent times, but in order to ensure survival, it is important that USATT make wise decisions as the organization seeks to build membership, re-invent big events, create a regional system, and possibly start a club league.

USATT's pending programs are intended to address fiscal concerns and maximize efficiencies. These programs will have a significant impact on the sport – both in the short and long term. It is therefore important that the organization rely upon communication, collaboration, and collective wisdom. USATT is dealing with many disparate groups. There are a number of groups who are aligned with USATT and others who are not. USATT cannot satisfy everyone, but the organization should pay attention to all concerns. USATT should align itself so that we preserve our values and not be de-motivated by pushback. USATT is lucky to have a great pool of talent and volunteers who share common goals, and the organization needs to identify these people and integrate their talents into our organization.

Ms. Sung stated that she and USATT would also take this opportunity to thank the organization's Director of Business Administration, Tammy Kuypers, whose family is moving from Colorado Springs to North Carolina in the near future. This will require Ms. Kuypers to step down from her position at USATT at the end of the month. Ms. Sung stated Ms. Kuypers has been an invaluable teammate throughout the ups and downs experienced by our organization, and USATT will miss her positive attitude, exceptional work ethic, and her unbounded enthusiasm with which she approached all of her tasks with the organization.

Audit Committee Report

Board Chair Char recognized Kelly Watson, the Chair of the Audit Committee, who echoed Ms. Sung's sentiments towards Ms. Kuypers, who has been a significant help to the Audit Committee.

Ms. Watson then stated that the Audit Committee met earlier today, and she identified three items that were addressed:

The first relates to the status of the Payroll Protection Program loan funds received by USATT, which to date have been applied to payroll costs, only. USATT has been very careful about how the organization has used these funds in order to protect their status as a "forgivable" loan. Ms. Watson stated that there is pending legislation that could extend the originally established eight week time limit for use of the PPP funds. Such an extension would be helpful to USATT; but the organization will continue to monitor this situation.

The second item discussed was the status of the 2019 audit. Due to several important factors – the COVID-19 pandemic, closure of the USATT offices, and the desire to clean up several items – the audit has not yet been completed, and it will probably take a couple of weeks to complete the audit. Ms. Watson stated that there are new revenue recognition standards that have to be applied to USATT contracts, which are for the most part in hard-copy (only) inside the office, and it has been difficult to gain regular access to those documents.



Nonetheless, the audit should be completed by mid-June and the organization should be able to file the Form 990's by mid-July.

With Tammy Kuypers' departure, the organization is looking at various solutions in the accounting functions within the organization, including sharing bookkeeping services with other NGBs and possibly also expanding the services provided by the third-party accounting firm, Altruic.

Appointment of Permanent Board

Board Chair Char stated that the Athlete Advisory Committee had appointed of Tara Profitt and Niraj Oak as the athlete representatives on the permanent USATT Board. Ms. Profitt and Mr. Oak confirmed their willingness to continue serve on the permanent USATT Board.

Board Chair Char also stated that the Nominating Governance Committee had appointed Kelly Watson, Sergio Garcia, and Richard Char as Independent Members of the permanent USATT Board. Ms. Watson, Mr. Garcia, and Mr. Char all confirmed their willingness to serve on the permanent USATT Board.

Board Chair Char stated that the appointment of these five Board Members to the permanent USATT Board satisfies the USOPC requirement that USATT have a permanent Board in place by June 2020.

With respect to the remaining Board seats, Board Chair Char stated that the Board has been in contact with the USOPC, and specifically, their legal counsel, who has authorized an extension of time for the selection and/or election of Club and At-Large Members to the USATT Board. The USOPC has expressed a willingness to work with USATT to develop new methods for the safe and fair consideration, selection and election of additional Board Members, particularly in light the restrictions and difficulties associated with the COVID-19 pandemic.

Re-election of Board Chair

Board Chair Char recognized Board Member Sergio Garcia who presented a Motion that Richard Char continue to serve in the role of Chair of the Board.

With Richard Char abstaining, upon Motion properly presented and seconded, the following Resolution was approved:

RESOLVED: That Richard Char is hereby appointed as Chair of the Board, to serve until his successor is duly qualified.

Board Chair Char stated that, with respect additional votes to be taken in this Board Meeting regarding Committee membership and participation, a Board Member will be deemed to have abstained on voting for him- or her-self on any vote in which the Board Member's participation on that Committee is at issue. However, that Board Member is still permitted to vote on other persons nominated for participation in that same Committee.



Re-Election of the Audit Committee

Upon Motion properly presented and seconded, the following Resolutions were unanimously approved:

RESOLVED: that Niraj Oak, Kelly Watson and Richard Char are hereby appointed to the Audit Committee, to serve until their successors are duly qualified

RESOLVED FURTHER: That Kelly Watson is hereby appointed as Chair of the Audit Committee, to serve until her successor is duly qualified.

Re-Election of the Compensation Committee

Upon Motion properly presented and seconded, the following Resolutions were unanimously approved:

RESOLVED FURTHER: that Sergio Garcia, Tara Profitt and Kelly Watson are hereby appointed to the Compensation Committee, to serve until their successors are duly qualified

RESOLVED: That Sergio Garcia is hereby appointed as Chair of the Compensation Committee, to serve until his successor is duly qualified.

Club Committee Update

Board Chair Char recognized CEO Virginia Sung who stated that, because the Chair of the Club Committee had resigned, the Club Committee members nominated Vinod Kambrath to take the Chair position.

Ms. Sung stated that the two athlete representatives on the Club Committee, Tim Wang and Niraj Oak had stepped down; but two new athlete members, Jasna Rather and Mitch Seidenfeld, have agreed to be appointed to the Committee; and that USATT Member Steve McGrew has agreed to join the Committee to replace Steve Betts, who stepped down from the Committee.

Upon Motion properly presented and seconded, the following Resolutions were unanimously approved:

WHEREAS: the prior athlete representatives and Steve Betts has resigned their positions on the Club Committee.

RESOLVED: That Mitch Seidenfeld and Jasna Rather, are hereby appointed as athlete representatives to the Club Committee, to serve until their successors are duly qualified.

RESOLVED FURTHER: That Steve McGrew, is hereby appointed to the Club Committee, to serve until his successor is duly qualified.

RESOLVED FURTHER: That Vinod Kambrath, is hereby appointed Chair of the Club Committee, to serve until his successor is duly qualified.



Umpire and Referee Committee Update

Board Chair Char stated that the Umpire and Referee Committee's athlete representative, Khoa Nguyen, had stepped down to join USATT's new Technology and Innovation Committee; and that Judy Hugh had agreed to replace Mr. Nguyen on the URC.

Upon Motion properly presented and seconded, the following Resolutions were unanimously approved:

WHEREAS: Khoa Nguyen has resigned from the Umpire and Referee Committee in order to serves as athlete representative on the Technology and Innovation Committee.

RESOLVED: That Judy Hugh is hereby appointed as athlete representatives to the Umpire and Referee Committee, to serve until her successor is duly qualified.

Executive Session

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

Upon Motion properly presented and seconded in Executive Session, the following Resolutions were unanimously approved:

WHEREAS: This Board has previously authorized the formation of a Technology and Innovation Committee to advise and oversee technical matters and assist the USATT Staff in matters of technology selection, implementation and use.

AND WHEREAS: The Board has reviewed the qualifications_of persons applying for membership on the Committee.

RESOLVED: That Bill Draper, Daryl Sterling, Khoa Nguyen, Andrew Domzalski, Randall Medcalf, Rene Nielsen, Sushant Ubale, Tauseef Ahmed and Wai Sheng Cheng hereby appointed to the Technology and Innovation Committee, to serve until their successors are duly qualified

RESOLVED FURTHER: That Daryl Sterling and Khoa Nguyen, having been nominated by the Athlete Advisory Counsel, shall be the athlete representatives on the Committee.

RESOLVED FURTHER: That Bill Draper, is hereby appointed Chair of the Technology and Innovation Committee, to serve until his successor is duly qualified.



Upon Motion properly moved, and seconded and approved:

The Board concluded the Executive Session and moved back into the Board's General Session.

Adjournment

There being no further business before the Board, it was properly moved, and seconded and approved, to adjourn the meeting.

Board meeting adjourned at 7:45 pm US Mountain time.

Respectfully submitted.

Mark Thompson
USATT General Secretary

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