



USATT Board Teleconference Minutes October 27, 2021

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

Board Members in attendance: **Tara Proffitt, Thomas Hu, Dan Reynolds, Brandon Lawrence, Arjun Chowdri, Tom Feng, Will Shortz** and **Board Chair Char**.

Board Members Joining After Start of Meeting: **Kelly Watson (6:20 pm)**

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

USATT Foundation: **Pamela Fontaine**

USOPC: **David Patterson**

USA National Table Tennis Team Members: **Lily Zhang**

USATT Staff Present: **Virginia Sung** (CEO) and **Mark Thompson** (COO, Athlete Protection Officer, General Secretary), **Jasna Rather** (Para High Performance Director).

Other Persons Present: **Willy Leparulo** (NCTTA) and **Larry Hodges, Lee Kondo, Niraj Oak, Kagin Lee, J. Wells, James Budenholzer, Call In User – One, 301-642-6645**

Board Chair Call for Conflicts

None noted.

Board Member Thomas Hu asked about potential conflicts related to monetary grants to athletes and merchandise received by Board Members from USATT Headquarters. Board Chair Char noted that the Call for Conflicts is specifically directed to matters on the Board Teleconference Agenda and that other potential conflicts not related to matters on the Board Meeting Agenda should be properly vetted through USATT's overall Conflict of Interest Policy.

Approval of Minutes from Board Meeting of October 4, 2021

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

RESOLVED: That the Minutes from the Board Meeting held on October 4, 2021, are approved and formally entered into the record.

Proposed Amendments to Bylaws

Board Chair Char prefaced the discussion on the proposed Amendments to the USATT Bylaws by acknowledging the efforts of USATT's pro bono outside counsel, Brian Moran, Esq., and outside counsel Stephen Hess, Esq. on the preparation of the proposed Bylaw Amendments, which primarily resulted from changes required to the Bylaws by



the Ted Stevens Act, the laws of the State of Illinois, and a recently completed audit of USATT by the United States Olympic and Paralympic Committee. Board Chair Char acknowledged the effort to solicit, consider, and incorporate where possible, USATT Member Comment on the proposed Bylaw Amendments.

Board Chair Char then moderated an extended Board discussion on the proposed Bylaw Amendments. Straw polls were conducted during the discussion on a number of topics.

The Board Members agreed to vote on the proposed Bylaw Amendments.

Board Member Thomas HU argued/challenge the validity of the vote of the bylaw without the new athletes to be on the board first as the USOPC in the audit report had mandated the athlete representative election to be held before September 30th. Ahead of any bylaw changes. Outside counsel disagreed with Mr. Hu's analysis and advised the Board that it was authorized to proceed with the vote.

Upon Motion properly made and seconded, the following Resolution was approved by a vote of seven (Tara Profitt, Brandon Lawrence, Arjun Chowdri, Tom Feng, Will Shortz and Richard Char) to two (Thomas Hu and Dan Reynolds):

RESOLVED: That the USATT Bylaws as Amended, in the form presented to the Board and attached hereto, are approved and formally adopted.

Response to the USOPC Audit

CEO Virginia Sung reported that USATT has provided the Management Response to the USOPC Audit, which was undertaken in June of 2021. The organization's Management Response specifically set out a corresponding corrective action for each area of examination where the USOPC identified some level of deficiency. The Management Response specifically referenced the proposed Bylaw Amendments (approved in this Board Teleconference) and revisions to important governance procedures and documents, including the organization's Complaint and Appeal Procedures, the Code of Conduct Policy, the Gift and Entertainment Policy, the Conflict of Interest Policy, and newly proposed Athlete Agreements.

Revised Complaint and Appeal Procedures

Board Chair Char stated that with the assistance and input of outside counsel and the Chair of the Ethics and Grievance Committee ("EGC"), USATT reviewed the organization's current Complaint and Appeal Procedure. It is recommended that the Complaint and Appeal Procedures be revised in accordance with the recommendations of counsel and the EGC Chair. These recommendations were circulated to USATT Board Members for review and comment prior to this Board Teleconference.

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

RESOLVED: That the proposed revisions to USATT's Complaint and Appeal Procedures, in the form presented to the Board and attached hereto, are formally approved and adopted.



Revised Code of Conduct Principles

Board Chair Char stated that with the assistance and input of outside counsel, USATT reviewed the Codes of Conduct currently utilized by the organization. It is recommended that the USATT Codes of Conduct be revised to incorporate certain principles set out by outside counsel. These principles were properly circulated to USATT Board Members for review and comment prior to this Board Teleconference.

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

RESOLVED: That the principles recommended for inclusion in all USATT Codes of Conduct, in the form presented to the Board and attached hereto, are formally approved and adopted;

FURTHER RESOLVED: That USATT Headquarters is directed to create and submit for Board approval revised Codes of Conduct in accordance with the approved and adopted principles.

Revised Gift and Entertainment Policy

Board Chair Char stated that with the assistance and input of outside counsel, USATT reviewed the organization's Gift and Entertainment Policy. It is recommended that the Gift and Entertainment Policy be revised in accordance with the recommendations of counsel, including that it be stand-alone Policy separate and apart from the Conflict of Interest Policy. These recommendations were properly circulated to USATT Board Members for review and comment prior to this Board Teleconference.

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

RESOLVED: That the revised USATT Gift and Entertainment Policy, in the form presented to the Board and attached hereto, is formally approved and adopted;

Revised Conflict of Interest Policy

Board Chair Char stated that with the assistance and input of outside counsel, USATT has undertaken to review the organization's current Conflict of Interest Policy. It is recommended that the Conflict of Interest Policy be revised in accordance with the recommendations of counsel. These proposed revisions were properly circulated to USATT Board Members for review and comment prior to this Board Teleconference.

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

RESOLVED: That the revised USATT Conflict of Interest Policy, in the form presented to the Board and attached hereto, is formally approved and adopted;

New Athlete Agreements

Board Chair Char stated that with the assistance and input of outside counsel, USATT has undertaken to review the organization's policy with respect to Athlete Agreements. It is recommended that USATT undertake and implement Athlete Agreements in accordance with the recommendations of counsel. These suggestions were properly circulated to USATT Board Members for review and comment prior to this Board Teleconference.



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

RESOLVED: That the principles recommended for creation and implementation of Athlete Agreements, in the form presented to the Board and attached hereto, are formally approved and adopted;

FURTHER RESOLVED: That USATT Headquarters is directed to create and submit for Board approval Athlete Agreements in accordance with the approved and adopted principles.

Adjournment

It was properly moved, seconded and approved to adjourn the meeting. Board meeting adjourned at 8:33 pm US Mountain time.

Respectfully submitted.

Mark Thompson
USATT General Secretary

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