



Minutes

Board of Directors Teleconference Meeting

Wednesday, February 26, 2020

Richard Char, who was appointed as an Independent Director to the USATT Interim Board by USATT's Nominating and Governance Committee (the "NGC"), arranged a teleconference on the above date in order to follow up on discussions that were had at a meeting held in Colorado Springs on February 18th and 19th to welcome the new Interim Independent Directors and to introduce them to the executive staff of USATT and representatives of the United States Olympic and Paralympic Committee (the "USOPC"). The call began at 5:00 EST.

On the call were: Richard Char, Kelly Watson and Sergio Garcia (the three Independent Interim Board members), Niraj Oak (Athlete Board Member), and Tara Proffitt (Para Athlete Board Member). Also present on the call were David Patterson of the USOPC and Brian Moran of Paul Hastings LLP, outside counsel for USATT. Brian prepared the minutes.

Richard welcomed Sergio Garcia, who had not yet been appointed to the USATT Board at the time of the welcoming meeting in Colorado Springs so had not been present.

Richard then noted that all five members of the Interim Board were present on the call, and asked if each would waive notice of a meeting so that a meeting of the Interim Board of Directors could take place. All five members waived notice, and the first official meeting of the USATT Interim Board was convened.

The Board acknowledged the resignation of Kristy Campbell from the Interim Board. Ms. Campbell had been appointed to the Interim Board by the NGC but was not present at the welcoming meeting in Colorado Springs. Ms. Campbell submitted her written resignation from the Interim Board on February 22nd and it was effective immediately. The NGC then appointed Sergio to serve as the third Independent Director.

The first order of business was to elect a Chair of the Interim Board. Kelly moved for Richard to be elected Chair, and the motion was seconded by Niraj. Richard was elected as Chair by a unanimous vote of the four Interim Directors (with Richard abstaining). Richard accepted the position as Chair and presided over the rest of the meeting.

Richard then moved for Kelly to be appointed as Chair of the Interim Board's Audit Committee. Tara seconded the motion, and it was passed unanimously (with Kelly abstaining). Kelly accepted the position. Tara moved that Richard and Niraj be elected as members of the committee, and Kelly seconded the motion. The vote was unanimous, with Richard and Niraj abstaining and accepting the positions.

Richard asked that the Board consider appointing a Chair and representatives to the Compensation Committee. Kelly moved that Sergio be elected Chair, and Tara seconded the motion. The vote was unanimous (with Sergio abstaining) and Sergio accepted the position as Chair. Richard then moved that Kelly and Tara be elected as members of the committee, and Niraj seconded the motion. The vote was unanimous, with Kelly and Tara abstaining and accepting the positions.

Richard then turned to the issue of proposed revisions to USATT's SafeSport Policy dated as of September 9, 2019 that were presented by USATT COO Mark Thompson. USATT was directed to include the proposed revisions by the U.S. Center for SafeSport (the "USCSS") on an urgent basis, so Mark requested that the proposed amendments be authorized by the Interim Board immediately so as to ensure USATT compliance with USCSS and USOPC directives. Mark also stated, and the board agreed, that the proposed amendments are consistent with USATT's mission and values. Kelly moved that the proposed amendments be accepted, Niraj seconded the motion, and the motion was passed by a unanimous vote. The updated USATT SafeSport Policy dated as of February 26, 2020 will be posted on the USATT website as soon as it is finalized.

Richard then noted that there were no more issues on which the Interim Board was going to act on at the meeting.

An informal discussion took place on various subjects affecting the USATT and the mission of the Interim Board including the roles, composition and functioning of USATT's committees. Also discussed was the purpose and expectations regarding the preparation of the minutes of the meetings of the Interim Board. It was unanimously agreed that the minutes of meetings should be prepared to be a record of the decisions made by the Interim Board as well as a summary of the issues raised and discussed during the meetings, but should not be prepared as a de facto transcript of the meeting itself.

Richard raised the importance of having a second meeting in short order, and proposed that a telephonic meeting be held on Monday March 9th at 8:00 EST. All agreed to Richard's proposal, and it was noted that Richard as Chair would call this meeting as a Special Meeting and comply with the five-day notice period so that members and the public may attend. A dial-in number will be circulated for this meeting. Richard noted that if there is the need for the Interim Board to hold an Executive Session during the next or any future meetings, arrangements will be made to accommodate that need.

All business having been concluded, Kelly voted to adjourn the meeting. Tara seconded the motion, and the vote to adjourn was unanimous.