



BOARD OF DIRECTORS TELECONFERENCE MEETING MINUTES
February 13, 2017

1. Call to Order, Opening Remarks, Roll Call, Quorum Established, Conflict of Interest Statements

Mr. Peter Scudner, Board Chairman ("Chair") called the USATT Board teleconference meeting to order at 7:04 pm EST on February 13, 2017. Roll call was taken, and all members were present. The Chair established that a quorum was present. A routine call for conflicts of interest was made, and no conflicts were reported with today's agenda. The Chair thanked Board members for their governance of USATT. Although a new Chair will be elected at this meeting, Mr. Scudner will remain serving as an Independent Director until this position is filled. The Chair welcomed new Board members.

Members present:

Peter Scudner, Chairman of the Board (Chair), Independent Director
Anne Cribbs, Independent Director (new Chair elect)
Larry Hodges, At Large Director
Ed Hogshead, Club Representative Director
Tara Profitt, Athlete Director
Carolyn Savini, Independent Director
Rajul Sheth, At Large Director
Deepak Somarapu, National Organization Director
Erica Wu, Athlete Director

Also in attendance:

Gordon Kaye, Chief Executive Officer (CEO)
Dennis Taylor, General Counsel and Secretary
Carl Danner, Foundation Representative
Lee Kondo, Assistant Secretary

2. Welcome and Introductory Statement of new At Large Board Member Rajul Sheth

The Chair introduced Mr. Rajul Sheth as the new at large Board member. Mr. Sheth briefly described his background and experience in the San Francisco Bay Area.

3. Election of new Board Chair

The Chair turned the meeting over to General Counsel to conduct the election of the new Board Chair. General Counsel stated the rules for this election. Mr. Scudner nominated Ms. Anne Cribbs as Chair. There were no further nominations.

MOTION 1. MOVED to elect Ms. Anne Cribbs as USATT Board Chair by acclamation.

Discussion: Ms. Cribbs described her significant service to table tennis beginning in 2007 when the ITTF World Junior tournament was held at Stanford University. She expressed her excitement for anticipated progress within USATT in the next two years.

Motion passed 8-0-1. Ms. Cribbs abstained.

Ms. Cribbs assumed the Chair.

4. Appointment of Dennis Taylor, Secretary

ACTION 1. The Board Chair appointed Mr. Dennis Taylor as USATT Board Secretary.

Action approved with no objections.

5. Discussion Regarding Committee Appointments

The Chair requested that the CEO discuss a bylaw amendment changing committee terms, whereby 30-day notice to USATT members was required. This may be a Board agenda item at its March meeting. The CEO noted that USATT committee members serve two-year terms, with some members completing their last eligible term this year. General Counsel will conduct an email Board member vote for committee chairs by about February 22, 2017. The committee chairs will then recommend committee members, with the Board voting on committee members at its April meeting.

NOTICE. The Board Chair gives 30-day notice that the Board intends to make one or more USATT bylaw amendments in Article IX. Committees, stating, "The term for all standing and other committee members shall be two (2) years, beginning March 1st of the applicable calendar year." [Proposed amendment underlined.]

General Counsel noted that USATT bylaws require five (5) standing committees (High Performance, Nominating & Governance, Ethics & Grievance, Compensation, and Audit). The others are advisory committees (e.g., HPC, Rules, URC, Coaching). The roster of standing committees and advisory committees was discussed, with Chair vacancies noted.

MOTION 2. MOVED to create a Veterans Committee and a Resource Development Committee.

Movant: Larry Hodges
Second: Carolyne Savini

Discussion: The Chair noted that all -committees existing in the 2015-2016 term were active and will be retained. In addition, a Veterans Committee and a Resource Development Committee will be created. The Veterans Committee will replace the previous Senior Committee. The CEO said that the Resource Development Committee will have marketing and fundraising responsibilities.

-Motion passed unanimously 9-0-0.

Board members will submit their recommendations for committee Chairs to the Secretary by Monday, February 20, 2017-. The Board will then select a roster of Chairs. Once committee Chairs are elected, chairs will nominate people to serve on their Committees by March 10th.

6. 2017 Board Meeting Schedule – Teleconferences and In-Person Meetings

The Chair noted that there will be a monthly Board teleconference meeting on the second Monday of each month at 7:00 pm EST (i.e., 4 pm PST). The CEO sent this schedule to Board members. Agenda items for the March meeting should be sent to the CEO by March 8, 2017. A calendar of in person meetings (e.g., 3) will be compiled.

7. Old Business

The CEO said that USATT will make an announcement of the implementation and enforcement of the SafeSport program, adhering to SafeSport guidelines adopted in 2013. The CEO also provided a summary of NewCo's planned operation for new Board members. USATT received grant funding for the performance of legal analysis and work towards the formation of Newco, a new "for profit" company, an entirely USATT-owned subsidiary company incorporated in Colorado, which might be attractive to potential investors.

In response to Mr. Somarapu's question, the CEO said that the cost of a required SafeSport background check (e.g., club directors, coaches, TDs, officials) will be funded by a portion of that member's membership fee.

8. New Business

None.

The meeting adjourned at 8:04 pm EST.

Respectfully submitted by,

Lee Kondo
Assistant Secretary