



## MINUTES

### USATT Board of Directors Special Purpose Teleconference Meeting

October 15, 2019

**Dial-In Number: 888-289-4573 - Participant Code: 1572487**

Chair Anne Cribbs called the meeting to order at 11:02 a.m. EST.

This is a Special Purpose Meeting convened for the special purpose of holding a vote, pursuant to Bylaw 7.13, to determine whether to remove Rajul Sheth from the Board, “for cause.”

#### **1. Roll Call and Administrative Matters**

The following board members were in attendance:

Anne Cribbs (Chair), Ed Hogshead, Bruce Liu, Deepak Somarapu, Carlyne Savini, Gary Schlager, Rajul Sheth, Erica Wu and Tara Profitt

Also attending:

Dennis Taylor (General Counsel and Secretary), Virginia Sung (CEO), Mark Thompson (COO).

A quorum was declared; the only conflict disclosed was that of Mr. Sheth, who is thus ineligible to vote.

#### **2. The Potential Removal of Mr. Sheth**

##### The Case for Removal

Mr. Schlager led the discussion. The primary allegations were that Mr. Sheth had violated his fiduciary duties as encapsulated in:

1. USA Table Tennis Board of Directors Code of Ethics
2. USA Table Tennis Board Code of Conduct
3. USA Table Tennis Board Social Media Policy
4. USA Table Tennis Statement of Principles – Ethical Behavior and Conflict of Interest
5. Nonprofit Risk Management Seminar presentation of September 10, 2017



Specifically, there were allegations that:

1. Mr. Sheth had failed to disclose conflicts of interest when discussing and voting upon certain issues in front of the Board.
2. Mr. Sheth had violated the confidentiality of Board discussions held in Executive session.
3. Mr. Sheth had publicly stated his disagreement with decisions of the Board.
4. Mr. Sheth had used social media as a forum to state his disagreement with decisions of the Board.
5. Mr. Sheth had publicly criticized the USATT High Performance Program and its then-Director, Joerg Bitzigeio.

#### The Case against Removal

Mr. Sheth led the discussion. His primary points included:

1. No Board member had ever followed the Conflict notification procedures specified in Bylaw 16.3.
2. He was one of six Board members found by USOPC Auditors of having incorrectly completed the USA Table Tennis Conflict of Interest disclosure form.
3. Upon being notified of the alleged conflicts of interest, he immediately executed an amended disclosure form.
4. He is due whistleblower protections provided in USOPC Bylaws.
5. He has a right to disclose when the Board is allegedly violating USATT Bylaws.

Relevant documents are attached to these Minutes.

Note: Removal of a Board member pursuant to Bylaw 7.13 requires:

1. A duly noticed meeting of the Board,
2. An opportunity for the director to be heard by the Board, and
3. The affirmative vote of at least two-thirds (2/3) of the Full Board (excluding the voting power of the director in question).



**MOTION 1. MOVED to Remove for Cause Rajul Sheth as an At-Large Director of the USATT Board of Directors.**

**Movant:** Ed Hogshead

**Second:** Gary Schlager

**In favor:** Ms. Cribbs, Mr. Hogshead, Ms. Savini, Mr. Schlager, Ms. Wu

**Opposed:** Mr. Liu, Ms. Profitt, Mr. Somarapu

**Abstained:** Mr. Sheth

**Motion failed, 5-3-1.**

The meeting adjourned at 12:14 p.m., EDT.

Respectfully submitted,

Mark Thompson  
USATT Secretary