

**Board of Directors Special Meeting
October 26, 2021
Virtual Call – 9 p.m. ET**

BOD In attendance:

Voting

Bob Archambeau, President
Jerry Bautsch, AWSA
Connie Bergmark, AWSA
Don Bucher, AWSA
Andrew Martin, ABC
Joel Johanningmeier, NSSA, Secretary/Treasurer
Christy Kingsmill, NCWSA
Jason Lee, AAC
Gerry Luiting, NSSA
Matt Oberholtz, USA-AWSWS
Connor Poggetto, AAC
Doug Ribley, NSSA
Dave Rezin, AAC
Cheryl Ruston, NWSRA
Dale Stevens, VP

Non-Voting

Nate Boudreaux, Executive Director (non-voting)
Jim Grew, Past President/Honorary National Director (non-voting)
Doug Robbins, Board Chairman (non-voting)

Guest

Fran Buchanan, USA-WSWS Manager of Business Operations
Jeff Clark, USA-WSWS Bylaws Chair

BOD not in attendance:

Andrew Adkison, USOPC/AAC
Charlie Buckley, USHA
Tim Cullen, Immediate Past President (non-voting)
Michael Flynn, Independent Director
Alex Lauretano, AAC
Kenny Stuart, AKA
Cathy Williams, USA-WB

BOD Call Minutes

Robbins took roll and called the meeting to order at 9:03 p.m. ET. Archambeau thanked the board for attending and turned the floor over to Jeff Clark, Bylaws Committee Chair, to review

the recommended bylaws and policy and procedures changes needed for USOPC compliance per the 2021 USOPC certification audit.

Clark explained that both Bylaws Committee reports come to the Board as motions.

Clark explained each action item that updates the USA-WSWS Bylaws. The floor was opened for questions/discussion. The report on the Bylaws was then seconded by Johanningmeier.

Key topics regarding change:

- Individual background qualification for officers, committee chairs, committee members and leaders of sports divisions and internal directors
- Updated allocation of votes (this is a designated year for change)
- Leadership terms (which will flow down to the sports disciplines)
- Ethics Appendix
- Conflicts of interest

A roll call vote was taken. The **Bylaws changes were approved by the BOD with 76 votes in favor of the 76 votes present.**

Clark explained each action item that updates the USA-WSWS Policies and Procedures Manual. The floor was opened for questions and discussion. Clark was asked what the UBS acronym was in the Financial Investment and Cash Management policy. After discussion, the BOD directed the Bylaws Committee to amend the verbiage to make it generic instead of specific to the financial advisor/company. Clark said he will make that change in the final version.

Key topics regarding change:

- Committee designations and potential changes (special committees)
- Meeting requirements and documentation
- Athlete restrictions (updated qualifications)

The committee report motion as amended was seconded by Ribley. Roll call vote was taken. The **Policies and Procedures Manual updates were approved by the BOD with 76 votes in favor of the 76 votes present.**

Archambeau thanked everyone for their time and attendance. Bob also thanked Frances Buchanan for her attendance tonight and welcomed her to USA-WSWS. Bob specifically thanked the Bylaws Committee for its work and explained the new support role the law firm Leopoldus provides to assist the committee with USOPC compliance. Given changes at the USOPC level and within the Center of Safe Sport, there will be a lot more updates coming our way. Leopoldus, by providing the draft verbiage required for USOPC compliance, assists this extremely important work that the Bylaws Committee does to take those new requirements and incorporate them in all the appropriate documents within our organization.

Boudreaux told the board the 3Q financials and full HQ update will be emailed later this week. He also announced to the USA-WSWS Executive Committee that there will be no monthly call on Wed., October 27. Boudreaux thanked Jeff Clark and the USA-WSWS Bylaws Committee for their work on these revisions. He assured the Board that HQ's objective is to make things easier

on these volunteers, and extended his apologies if HQ made this seem like a longer process. Boudreaux provided an update on the testing and implementation of the new USA-WSWS membership system set to launch the first week of November. He then shared news with the Board he just learned today that USA-WSWS' General Liability carrier, Philadelphia Indemnity, announced that they will no longer be writing coverage for NGBs due to the SAM (Sexual Assault & Molestation) claim risk. EPIC, as our insurance broker, is taking our GL coverage to market. However, they have warned us to expect an approximately 20% premium increase.

Archambeau gave a brief update on the status of the lawsuit and grievance filed against USA-WSWS. The Grievance panel has been named and will begin the USA-WSWS Grievance process. A law firm representing USA-WSWS and the named parties in both the grievance and the civil complaint has a hearing scheduled for December 13, 2021 to dismiss the civil complaint. Bob announced that we will not discuss the case in any detail to ensure the hearing panel remains independent.

Boudreaux mentioned the need for approval of the updates to the USA-WSWS Safe Sport Handbook. Clark responded that Board Chairman will need to send for BOD approval to meet the November 1 USOPC deadline.

Robbins opened floor to any other comments, feedback, action or discussion items. There were none.

Johanningmeier made a motion to adjourn. Second by Bautsch. Meeting adjourned at 9:53 p.m.