

USA VOLLEYBALL
MINUTES of the MEETING
of the BOARD OF DIRECTORS
January 27, 2014 Los Angeles CA



- Presiding:** Adam Rymer, Chair
- Directors Present:** William Barnum, Ken Cain, Kristin Fasbender, Gabe Gardner, Sue Mailhot, Lori Okimura, Sarah Noriega Sulentor, Andy Reitingner, Cecile Reynaud, Todd Rogers, Ken Shropshire, Kerri Walsh Jennings
- Directors Absent:** Jon Lee
- Treasurer:** Kevin Twohig
- Recorder:** Fred Wendelboe, Recording Secretary
- Staff Present:** CEO Doug Beal, Kerry Klostermann, Margie Mara, Tim McCune, Stacie Kearns, Chris Vadala, Sean Scott, Bobby Clarke
- Guests:** Rich Perlman
- NOTE:** Information is reported according to topic and not necessarily in the chronological order of discussion.

I. Call to Order/Introductions: The meeting of the Board of Directors of USA Volleyball was called to order by Chair Adam Rymer at approximately 8:14 am PST on Monday January 27, 2014.

II. Roll Call: Mr. Klostermann called the roll. With 13 Directors present, Mr. Klostermann declared a quorum was present. The Beach Development Director position is vacant.

III. Approval of Agenda: The agenda was reviewed and approved with adjustments permitted if necessary.

MOTION #1: It was M/S/C (Reynaud/Reitingner): to approve the agenda as presented, with the option to revise as needed.

IV. Approval of Minutes:

MOTION #2: It was M/S/C (Reitingner/Fasbender): to approve the minutes of the Oct 14, 2013 meeting of the Board as modified.

V. Report of the Independent Review of Beach Operations

The Board went into Executive Session to receive the report on the review of Beach Operations. The following actions were presented as a result of these discussions.

Board Statement: The Board and USAV staff confirmed their commitment to greater transparency in communications and decision-making with respect to all operations of the beach discipline.

MOTION #3: It was M/S/C (Reitinger/Barnum): Staff is instructed to prepare a report, by no later than March 31, 2014, on the current allocation of all staff with respect to time spent on beach and/or indoor and to make recommendations on the practicality of increasing, with current staff, the allocation of human resources to support beach operations as well as recommending a timeline for appropriate new beach hires.

MOTION #4: It was M/S/C (Barnum/Reitinger): The Board directs the Board Chair to appoint, with the approval of the Board, a five person search committee to develop the job description, interview candidates and recommend for hire a “General Manager” for the beach discipline. The five person committee shall be comprised of:

1. Independent Board Member
2. Non-athlete Board member
3. Beach Board member
4. Non-director, non-contractor to USAV Coach At-Large
5. Non-director International Player, not-active

The USAV CEO or designee shall be an ex-officio member of the committee.
The hire shall be made by no later than June 30, 2014.

MOTION #5: It was M/S/C (Rogers/Reitinger): The Board directs its beach athlete representatives, by no later than February 1, 2014, to propose for Board Chair approval a beach athlete ad hoc committee, composed of five beach athletes with substantial international experience. This committee, by no later than March 31, 2014, will create a job description for the position of “beach competition advisor” and based on the job description and interviews with prospective candidates, recommend to the CEO 4-to-5 qualified competition advisors capable of supporting elite beach teams.

MOTION #6: It was M/S/C (Reitinger/Jennings): Senior management including an international representative is directed to discuss additional 2014 funding opportunities with the USOC with respect to prioritized beach initiatives such as the hiring of a “general manager” and increased beach athlete direct support for an expanded roster of national team athletes. The result of those discussions will be presented to the Board by no later than March 31, 2014.

MOTION #7: It was M/S/C (Reitinger/Mailhot): Senior management is directed to conduct a “forensic review and accounting” of payments due to beach athletes over the period 2009 through the most current USAV financial statement, such report to be provided to the Board by no later than June 30, 2014. The review and accounting shall include all forms of support that should have been provided to beach athletes during that period.

VI. Bylaws and Governance

A. PVL Affiliated Organization Application:

MOTION #8: It was M/S/ **tabled until the May meetings (SFC):** to approve the application of

the PVL for Affiliate Membership.

B. Bylaw Revision Proposal:
Vacant Non-Athlete Positions on the USAV Board of Directors:

MOTION #9: It was M/S/C (Reitinger/Mailhot): to approve the following Bylaw revision: the appropriate constituent group shall appoint and/or elect a replacement to fill a vacant non-athlete Board of Directors position within a one (1) year period of the vacancy. In the event the vacant position is not filled by the constituent group within the one (1) year period, the Chair of the Board may appoint a person, and the entire Board of Directors shall confirm with a majority vote, a person that meets the criteria to fill the vacant position for the remainder of the term.

VII. Committee Reports

A. Audit, Finance & Budget Committee Report Mr. Twohig cited the report emailed to the Board (see attached). He presented the following motions to the Board:

MOTION #10: It was M/S/C (AFB): move to recommend that the Board approve changes in spending level approvals and a revision to the capitalization threshold as described in the Finance Internal Control Policies (see attached).

Motion #11: It was M/S/C (AFB): move to recommend Board approval of the revised 2013-2016 Financial Objectives and Goals (see attached).

Motion #12: It was M/S/C (AFB): to recommend Board approval of the staff recommended and AFB modified use of 2013 surplus funds (see attached).

Motion #13: It was M/S/C (AFB): to approve the 2014 budget as presented with the current and budgeted Beach positions continuing as temporary employees.

Motion #14: It was M/S/C (AFB) to recommend that the Board approve removing the deferred compensation policy from the Board Policy Manual.

B. Document Review Task Force Report: Mr. Reitinger discussed the report. The committee will be working with the Assemblies on some of the recommendations and will report further in May.

C. Paralympic NGB Task Force Report: MS Reynaud discussed the issue of paralympic representation and governance. The committee feels that Sitting Volleyball should be included as an official discipline of the NGB (USAV) with Board and NGC representation. No action is proposed at this time.

D. Board Orientation Task Force Report: Kristen Fasbender reported that the committee will be making recommendations on a buddy system for new Directors, a new director orientation, probably in October, and a handbook for directors that staff is developing and the committee will review.

E. USOC AAC Report: Mr. Gardner reported that most of the focus is on Sochi, but SafeSport is continuing as a topic of discussion. The Career program is advancing and there will be a full time dedicated USOC employee in the area. More opportunities and funding for athletes to access medical Centers of Excellence identified by the USOC has been developed.

VIII. CEO Review – Executive Session: The Board went into Executive Session to discuss the CEO review.

IX. CEO/Staff Report

A. Safe Sport Update: Cecile Reynaud mentioned the need for inclusion of our Safe Sport policy in the Mission Statement.

B. Learning Management System Update: Chris Vadala reported on recent problems with LMS. Staff is making continuing efforts to refine and improve the system after experiencing overload problems over the holidays.

C. 2014 Strategic Plan Timeline: Chris Vadala reported that the staff has updated the yearly action plan on a regular basis and will continue to do this. A staff retreat is scheduled for September. A Board review of the Strategic Plan has been scheduled for each recent Board meeting but the time has not been available on the agenda once the Board meets. It will be on the agenda again in May.

D. Sponsorship / Marketing Update: Kerry Klostermann – renewed EM2, Hilton Hotels/Hilton Honors, Mizuno for both indoor and beach apparel, Molten for indoor balls with discussions about extending it to beach, Sport Court, and Volleyball Recruits. We added Liberty Mutual as a Corporate Partner and membership affinity partner. We replaced Ludus Tours as tour and hospitality partner with CoSport. We replaced Spalding for net systems with Sports Imports/Senoh. We have retained Mindspring Sports as a marketing agency to assist with sponsorship development. Net revenues have increased \$300,000 for 2014 over 2012 levels.

X. USAV Foundation Report

Mr. McCune reported on the Foundation activities. The yearend growth was approximately 18%. The Board approved a \$50K SafeSport grant in December. There will be a new Foundation website coming online in February.

XI. Next Meeting of the Board of Directors: Friday, May 23 in Phoenix.

XII. Adjournment: No further business being offered, Mr. Rymer declared the meeting adjourned at approximately 5:16 pm.

Respectfully submitted,

Fred N. Wendelboe

DRAFT MINUTES OF THE MEETING OF THE
USAV BOARD OF DIRECTORS
January 27, 2014

Recording Secretary