

## USA VOLLEYBALL BOARD OF DIRECTORS

March 23, 2017

(Telephonic Meeting)

### Thursday March 23: 2:00 pm (Mountain)

#### I. CALL TO ORDER

- a. Roll Call and Declaration of Quorum

**Kerry Klostermann**

*Present:* Barnum, Conover, Dombkowski, Donaghy (arrived after Motion #1, but before Motion #2), Haneef-Park, Hughes, Mailhot, Okimura, Rasmussen, Reitinger, Reynaud, Rogers (arrived after Motion #1 & #2), and Stemm.

*Absent:* Fasbender, Gardner, Ross and Shropshire.

After the roll call, Ms. Okimura (Board Chair) declared a sufficient number of directors present to establish a quorum for the meeting.

- b. Verification of other call-in guests

**Chris Vadala**

*Guests:* Jamie Davis (CEO), Kerry Klostermann (Secretary General), Chris Vadala (COO), Stacie Kearns (CFO), Tracy Hughes (Vice-Chair of the Diversity & Inclusion Committee) and Lee Vogel (legal counsel and recorder of minutes).

#### II. ANNOUNCEMENTS

None.

#### III. APPROVED MINUTES

a. January 29-30 – Approved electronically. Ms. Okimura noted that the minutes of the January 29-30, 2017 meeting in Colorado Springs had already been approved electronically.

#### IV. APPROVAL OF AGENDA / ADDITIONS

Ms. Okimura suggested that, due to timing concerns, the CEO Report should be moved to the end of the agenda.

**Motion #1 to amend the agenda to move the CEO Report to the end of the agenda. Made by Reitinger, seconded by Dombkowski, approved unanimously.**

#### V. BOARD ADMINISTRATIVE OVERVIEW

The Board reviewed the schedule for the upcoming meetings. Ms. Okimura noted that Board members needed to inform USAV staff as soon as possible regarding hotel needs for the Minneapolis meeting due to limited availability.

- a. 2017 Meeting Schedule

- i. May 25-26 in Minneapolis, MN \*must respond by deadline due to hotel situation
- ii. (Phone call) August 9, 2017
- iii. October 14, 2017 in Denver, CO

- b. Proposed 2018 Meeting Schedule

- i. January 27-28, 2018 in Los Angeles, CA
- ii. (Phone call) March 2018

#### VI. BYLAWS & GOVERNANCE

a. Diversity Committee

Tracy Hughes

i. Motion to rename committee to “Diversity & Inclusion Committee”

Ms. Hughes, Vice-Chair of the committee, discussed the proposal to rename the committee and the rationale for such change.

**Motion #2 to change the name of the “Diversity Committee” to the “Diversity & Inclusion Committee”. Made by Reitingger, seconded by Rasmussen and Mailhot, approved unanimously.**

ii. Committee report

Ms. Hughes detailed for the Board the recent activities of the committee, including a summary of the initial goals identified by the committee members for the committee. Ms. Okimura suggested that the committee add to its agenda the status of transgender athletes.

b. Contracts Review Committee

Lori Okimura

i. Motion to terminate board directive from October 2015 regarding contract approvals

Ms. Okimura explained that, now that the CEO transition period is over, there is no longer a need for the October 2015 board directive that limited the power of the CEO to unilaterally approve certain contracts during such transition period. Ms. Okimura read a proposed motion, made by Ms. Reynaud and seconded by Mr. Rogers, which had been previously circulated to the Board. Mr. Reitingger asked about the interpretation of the language of the proposed motion, namely whether it would be better to make the reference to contracts more generic by striking the descriptor, “4-year”, from the following phrase: “with the exception of 4-year contracts which require Board approval as per the corporate Bylaws”. Ms. Reynaud accepted such proposed change as a friendly amendment and the revised motion was submitted for approval by the Board.

**Motion #3 reading as set forth below, made by Reynaud, seconded by Rogers, approved unanimously.** “Effective immediately, the approval of contracts under the Oct. 2015 Board directive (Motion #11) will be reassigned to the CEO, with the exception of contracts which require Board approval as per the corporate Bylaws (Article XII., 12.03). This Motion will supersede the Motion #11 that was made and approved in Oct 2015 regarding Board approval of all contracts of a 2-year term in length or more, and/or any contract in the amount of \$100,000 or more of total income or expense, in cash or value in kind. The Board contracts review committee will continue to provide advice to the CEO as requested, and to provide approval on behalf of the Board for contracts as required in the Bylaws.”

c. Continuation of RVAA’s proposed revisions to new Bylaw 4.06 proposal **Ms. Donaghy/Mr. Hughes/Mr. Stemm**

Ms. Okimura recounted the development of the proposed Section 4.06 to the Bylaws, and noted that Mr. Stemm had previously circulated an email to the Board regarding an update on the proposed revisions by the Regional Volleyball Association Assembly (RVAA) to such new Bylaw section. Ms. Okimura noted that the original intent of the new Bylaw section was to confirm USAV’s ability to determine whether members have sufficiently satisfied ongoing membership qualifications, consistent with the Ted Stevens Olympic and Amateur Sports Act’s requirement that the corporation (i.e., USAV) have authority on corporate matters. Ms. Okimura noted the concern that the additional language proposed by the RVAA would give the regions a veto right on decisions by USAV regarding violation of membership qualifications, which are essentially corporate matters. Ms. Okimura further noted that a risk to USAV of relinquishing final authority would be that USAV would not be able to disqualify a member (assuming the region objected to disqualification) even if lawfully ordered to do so by an organization with higher jurisdictional authority (e.g., USADA or WADA). Mr. Stemm and Mr. Hughes reported that an outside attorney hired by the RVAA believes that, while the corporation must be autonomous on central governance matters, the Ted Stevens Olympic and Amateur Sports Act is silent on qualification.

Ms. Reynaud asked whether, assuming the proposed language were adopted giving each region a veto right regarding disqualification decisions on members from that region, the regional commissioner would be able to abstain from the region’s exercise of its veto right. The Board discussed the desired roles and expectations of the regions versus the required domain of the national organization.

Mr. Stemm reported that certain regions have asked where it says in the Bylaws that the national organization handles disciplinary investigations, and Mr. Stemm asked, “where specifically in the USAV governing documents is the wording that a region can defer disciplinary responsibility to USAV?” Ms. Okimura indicated she would identify the appropriate section and

report back to the Board separately, but noted that the intent is for the regions to still work collaboratively with the national organization on adjudicating these matters.

The Board discussed what the current opinion of the entire RVAA deliberative body is on the proposed new language that would reserve a veto right for the regions on disqualification decisions. Ms. Donaghy and Mr. Hughes indicated that, since the time the Board had asked the RVAA to reconsider the proposed new language, the entire RVAA deliberative body had not confirmed or disconfirmed its opinion on the proposed new language, and neither was there consensus from such body following (and in light of) the RVAA attorney's involvement and expressed opinion. As such, Ms. Okimura requested that the entire RVAA deliberative body determine definitively what its proposed new language is and present that to the Board at the May meeting, and that further discussion be tabled until such May meeting.

Mr. Stemm asked about the process for disseminating proposals in the future on this issue. Ms. Okimura suggested that they be added to the agenda in advance or circulated in advance to the full Board.

- d. Continuation of proposed SafeSport language revisions to Bylaws **Kerry Klostermann**

Mr. Klostermann noted that proposed language from USAV general counsel (Steve Smith at Bryan Cave LLP) regarding a proposed new Article of the Bylaws addressing SafeSport had been previously distributed to the Board. Ms. Okimura noted that the proposed new Article of the Bylaws had not been delivered to the Board more than 30 days in advance of the meeting and, as such, could not be adopted until such 30-day period had elapsed.

The Board discussed the process for submitting matters to SafeSport once USAV has officially established its inclusion in the SafeSport program.

- e. Governance Committee Report **Andy Reiting**

Mr. Reiting, Chair of the Governance Committee, provided the Board an update on the recent activities of the Governance Committee.

- f. Nominating Committee Report **Sam Wolinski**

Ms. Okimura noted that Ms. Wolinski, Chair of the Nominating Committee, had previously submitted a report to the Board regarding the recent activities of the Nominating Committee. Ms. Okimura provided an update on the impact of late elections. Mr. Vadala informed the Board that Tamari Miyashiro had recently been hired as part of USAV staff; as such, she is ineligible to serve any longer as the USOC AAC representative. Mr. Vadala further reported that since Chris Seilkop, who was the alternate USOC AAC representative, has now moved into the USOC AAC representative position vacated by Ms. Miyashiro, the alternate position is now vacant and, due to the rules regarding alternating male and female representatives, must be filled by a female athlete.

## **VII. NEW BUSINESS** **Lori Okimura**

- a. LA2024 Olympic Bid Update

Ms. Okimura reported that she had attended a recent meeting of the USOC regarding the 2024 Summer Olympic Games in Los Angeles. Budapest 2024 officially withdrew their bid leaving only Paris and Los Angeles. She noted that, at such meeting, there was discussion about the potential for the IOC to award both the 2024 and 2028 games at the same time, with the hope that Los Angeles and Paris would each get (and accept) one or the other of those games; but the feedback from both Los Angeles and Paris is that each only wants the 2024 games.

- b. Transgender Athlete

Ms. Okimura noted that the Board members may have heard about a transgender athlete from Hawaii competing as a female in events sanctioned by USAV. Ms. Okimura pointed out that, currently, USAV is only following IOC guidelines regarding gender identity for purposes of determining eligibility for USAV-sanctioned events, and that USAV does not have its own guidelines in conflict. Ms. Okimura noted that the Gender Committee (not a standing committee of the Board), the Corporate Ethics & Eligibility Committee and the Diversity & Inclusion Committee are assessing and will continue to assess USAV's transgender policies.

## **VIII. CEO REPORT** **Jamie Davis**

Mr. Davis reported on his preliminary initiatives as CEO, including a five-city tour where he met 33 regional commissioners. One takeaway from these meetings was that there is room for more open communication between the national organization and the regions. One challenge for the organization identified by Mr. Davis in these meetings is that members and potential members see little perceived value to membership in USAV. Mr. Davis identified as one of his goals for the organization to grow the membership and compete against other organizations like JVA and AAU.

Mr. Davis discussed the general need for increased attention/exposure for volleyball as a sport, as well as its athletes. Mr. Davis discussed some potential initiatives for USAV, including an upcoming event with Brazil, collegiate beach competition and a domestic professional indoor league.

Mr. Davis provided the Board an update on the Premier Volleyball League (PVL), including that the PVL has been losing money and has had its corporate entity dissolved. The PVL board decided that there will be no PVL-sponsored division at the 2017 Open National Championships, but that there are plans to provide a PVL division in 2018 and beyond.

Mr. Davis updated the Board on the USA Volleyball Foundation, including that that Foundation has named a seven-person board, has determined its board chair to be Scott Fortune and expects Mr. Davis to name the committee chairs. Mr. Davis reported that the Foundation is on pace to give an update at the October 2017 USAV Board meeting.

Mr. Davis informed the Board about a male sitting athlete who recently suffered a motorcycle accident.

To conclude his report, Mr. Davis reported that the US Girls' Sitting Team made it to the finals at the Youth Parapan American Games in Sao Paulo, Brazil.

Ms. Donaghy mentioned that the regions appreciated Mr. Davis' in-person visits. Ms. Donaghy also mentioned that she had heard USAV is seeking to hire an in-house attorney. Mr. Davis confirmed that the organization is seeking to hire an in-house attorney and explained the rationale for such a position, including saving costs on outside counsel fees and increasing continuity within the organization.

## **IX. ADJOURNMENT**

Ms. Okimura noted that the FIVB President had been invited to join the Board meeting in May.

**Motion #4 to adjourn the meeting, made by Reitingger, seconded by Stemm, approved unanimously.**