

USA VOLLEYBALL
MINUTES OF THE MEETING
of the
BOARD OF DIRECTORS
January 24, 2011
Orlando, FL



- Presiding:** David Schreff, Chair
- Directors:** William Barnum, Ken Cain, Mike Carter, Kathy DeBoer, Jon Lee, Sarah Noriega, Andy Reitingger, Adam Rymer, Sean Scott, David Schreff, Kerri Walsh Jennings and Kevin Twohig.
- Treasurer:** Stewart McDole
- Staff:** Doug Beal, Kerry Klostermann, Tim McCune and Stacie Kearns
- Guests:** Steve Bishop, James Phillips, Ryan Morgan
- Absent:** Joy McKenzie-Fuerbringer, Ted Leland, Reid Priddy; the National Beach Tour Rep position is vacant.
- Recorder:** Fred Wendelboe, Recording Secretary

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 David Schreff at approximately 8:03 am EST on Monday January 24, 2011.

- A.** Roll Call: Mr. Klostermann called the roll.
- B.** Declaration of Quorum: Mr. Klostermann declared a quorum was present. A fifty-five percent “super” majority vote is required to pass any motion of the Board of Directors. Since there are **twelve** votes present, it will take **seven (58%)** votes to pass a motion.

II. APPROVAL OF MINUTES

MOTION #1: It was **M/S/C (DeBoer/Reitingger)** to approve the minutes of the October, 2010 meeting of the Board as corrected.

III. APPROVAL OF AGENDA

The agenda was reviewed and approved.

IV. BYLAWS and GOVERNANCE

- A.** Bylaws/Op Code Revisions for consideration:

MOTION #2: It was **M/S/C (Twohig/Carter)** to approve Section A of the Governance document as amended by the RVAA.

Section B was tabled for RVAA reaction that shall be presented prior to Board vote at May 2011 meeting.

Section C was tabled for RVAA reaction that shall be presented prior to Board vote at May 2011 meeting.

MOTION #3: It was **M/S/C (Twohig/Carter)** to approve Section D of the Governance document.

MOTION #4: It was **M/S/C (Rymer/Barnum)** to approve Section E of the Governance document.

Section F has current language.

Section G was tabled for RVAA reaction that shall be presented prior to Board vote at May 2011 meeting.

MOTION #5: It was **M/S/C (Lee/Reitinger)** to approve Section H of the Governance document.

Section I tabled for RVAA reaction, with the direction from the Board that it strongly supports diversity as a principle and any specific directives or goals should be carefully considered.

MOTION #6: It was **M/S/C (Lee/Reitinger)** to approve Section J, K and L of the Governance document as amended.

Section M was tabled for RVAA reaction that shall be presented prior to Board vote at May 2011 meeting.

MOTION #7: It was **M/S/C (Twohig/Jon Lee)** to approve Section N of the Governance document as amended.

Section O was tabled for RVAA reaction that shall be presented prior to Board vote at May 2011 meeting.

- B.** Vacant Beach Board position: Mr. Beal discussed the proposal to rename and revise the Beach National Tour Director position because of the shift in business strategy from focusing upon only a single national tour to be more inclusive of the multiple national, regional and local beach events and operators offering opportunities to beach athletes, including but not limited to those presently created by USAV and those sanctioned by USAV. The revised proposal would create a position that is not dependent on the existence of a SINGLE tour, but rather could potentially be more representative of numerous USAV directed, sanctioned and supported tours nationwide. Ms Walsh-Jennings stated that any tour would consider a Board position as an asset and rather than revise the position, an interim director be appointed or elected until a tour is re-established. Mr. Beal feels that it is important for this position to be filled as soon as possible without waiting for a single national tour to be established, particularly due to USAV's support of numerous beach event operators already. The Beach Assembly also needs to be populated as soon as possible. Several Board

members felt that representation from the national tour needs to be maintained. Perhaps after the Beach Assembly is populated, it will be clearer how this director can be selected and what population is represented. The Board consensus is that while it is critical to fill this position, it is also critical to get proper representation of the appropriate constituency. Getting the Beach Assembly up and going will be a priority for staff. The Beach Task Force is also charged with addressing this issue. Members are Kathy DeBoer, Adam Rymer, Joy McKenzie-Fuerbringer, Sean Scott, and Kerri Walsh Jennings with Dave Williams as staff liaison.

- C. AAC Representative as Board Member: Mr. Beal discussed the concept of having the AAC representative as one of the Board Athlete Directors. Many other NGB's do include their AAC representative on their Board. Mr. Beal feels that this would provide another athlete view and give additional perspective on the USOC activities. This will be a discussion item for May.
- D. USOC Athletes Advisory Council: Mr. Beal proposed the concept of creating a USAV Athletes Advisory Council. A proposal will be presented in May. Mr. Schreff recommended that the Board athlete reps consult with Gabe Gardner (AAC rep) and Allison Compton (AAC alternate).
- E. Merger Update (change from CA Corp. to CO Corp.): As of midnight 12/31/2010 the change is final. Official name is USA Volleyball.

V. COMMITTEE REPORTS

- A. Audit, Finance & Budget Committee: Mr. Rymer thanked the members of the Committee and the staff for their efforts.
 - 1. 2010 YE Review: Ms Kearns cited the report and highlighted a few items.
 - 2. 2011 Budget Review, Discussion and Action:
 - 3. RVA Incremental Fee Increase Projects
 - 4. 2012 Revised Quad Goals, Discussion and Action: Mr. McDole discussed several revisions to the goals.
 - 5. AF&B Motions to the Board, Discussion and Action

MOTION #8: It was **M/S/C (AF&B)** Whereas the AFB Committee suggests that all USAV Departments should be looked at for profit potential and whereas USA Volleyball magazine has historically been viewed as a break-even budget due to an agreement with the RVAs, therefore the AFB Committee suggests that the calculation for BE of the Magazine not include the revenue from advertising or third party sales.

MOTION #9: It was **M/S/C (AF&B)** Move that USAV encourage Board Member attendance at the London 2012 Olympics by specific discount of tour costs with Ludus Tours at the level of \$2000 per board member. The flat stipend only covers one wave of hotel and transport fees for one person (the Board member) and participants must fund additional expenses including airfare, meals, additional room nights, and expenses for additional in-room guests. USAV would additionally provide participating board members tickets to indoor and/or beach volleyball sessions during the time period of July 27-August 12, 2012 as available at corporate expense.

To be clear, the quoted room fee is \$3000/person, double occupancy, not per room.

MOTION #10: It was **M/S/C (AF&B)** Whereas USAV has a long history of involvement with Affiliated Member Organizations, and whereas these organizations have been invoiced for

annual fees ranging from \$25 to \$1000, and whereas there are concerns based on possible legal exposure and whereas USAV does not provide any services to AMOs, AFB recommends that the Board approve the removal of the AMO fee structure and direct staff to determine the standards that qualify organizations to be AMOs, with the standards to be developed for Board review at the May 2011 meeting. Kathy DeBoer abstained due to conflict of interest concerns.

MOTION #11: It was M/S/C (AF&B) Whereas the 2010 budget is expected to produce a surplus and whereas this is a year when RVA and operational programming will evolve and there may be unanticipated opportunities, and whereas standard finance policy allows the CEO to make budget modifications up to \$5000, the AFB recommends that the CEO be authorized to use 2010 surplus funds for the purpose of additional programming opportunities at up to \$5000 per program.

MOTION #12: It was M/S/C (AF&B) Move to approve the 2011 budget as presented.

- B. Ethics & Eligibility: Mr. Twohig reported that there are no serious incidents to report. Arbitrators have been assigned for all events and it continues to be an invaluable program. Due process procedures have been sent to all Assemblies. Because the RVA's are incorporated in different states, some due process language varies, but the goal is a commonality of concept and language.
- C. Ad Hoc CEO Review Committee: Mr. Twohig described the process of input and review and reported that the review had been conducted. The committee met with Mr. Beal and reviewed 2010 goals and accomplishments, discussed 18-20 2011 goals, succession planning, and where the organization is going in the personnel area. Committee members were Mr. Twohig, Mr. Schreff, Ms Noriega, Mr. Rymer, Mr. Lee and Mr. Leland who was unable to attend the review meeting.
- D. Nominating and Governance Committee: Mr. Klostermann reported in Mr. Lau's absence. They are beginning the process of reviewing the three positions that are up for election which are Mr. Schreff's Independent Director position, Mr. Carter's official's Director position and Ms Noriega's Player Rep position.
- E. Administrative Council: - Mr. Beal reported on the latest meeting of the Council by referencing the written report. He highlighted the attempt to upgrade the experience at the annual meetings, the issues with affiliated organizations and the AAU specifically, the progress towards an Athlete Safeguards requirements policy, and the junior ranking system which will be active in March but not implemented until 2012.

VI. CEO REPORT

- A. Member Registration Update: it appears we are on track to exceed last year's membership numbers.
- B. Olympic Trials & Qualification Process Update: a selection procedures document has been sent to USOC for approval; players feel it should be strongly weighted towards international competition results which it is; there will probably be 10 teams per gender involved in trials, run over two consecutive weekends, one

- team/gender qualifying each weekend; about 30 RFP's have been distributed to interested parties; NBC time slot points toward an East Coast location.
- C. The 2011 Tentative Competition Calendar was distributed and is a typical schedule.
 - D. Beach Championship Series Update: 4 sites on 4 dates, nothing released yet; it is a joint venture with IMG; TV with Versus and NBC (final event); no finalized sponsor deals but no player rights in play.
 - E. Office Building – Relocation Update: we are actively pursuing opportunities, 3-4 buildings under consideration; in 10K sq ft now which is inadequate, we will need 15-18K.
 - F. USOC Update: USOC board enlarged; emphasizing Colorado Springs activities because of support; more open to international representation and support. There is a lot of positive direction happening for NGBs.
 - G. USOC / AAU Issue: there is significant conflict between several NGBs and the AAU over conflicting events, athlete registration issues, and the AAU continuing right to use the Olympic name even though they are no longer an NGB for any sport. These issues are much more serious with other sport NGBs than the conflicts that some RVAs are experiencing with the AAU.
 - H. FIVB Update: we are planning a bid for the 2012 FIVB Congress with support from the USOC; it will be after the Olympics; finding a time for the FIVB coaching course with emphasis on women in coaching has been difficult.
 - I. Strategic Plan: it has been distributed and comments are always welcome and encouraged, it is always subject to review and revision.
 - J. 2011 New Hires: a number of new hires are contemplated along with some reorganization. Job descriptions for some were distributed.
 - K. Other: Qualifier licenses are for a rolling two year cycle; Mr. Reitingner asked if that might be extended to a longer time period; Mr. Beal thinks it makes sense for USAV to limit the commitment. Mr. Barnum raised the question of whether we should be running our own events; it would require a considerable increase in staff, other issues. They are a revenue center for USAV as they currently operate as a licensed business model.

VII. USAV FOUNDATION:

Mr. McCune presented a report on Foundation activities. Assets are at \$3.6 million, up 14.8% for the year. Fundraising efforts are increasing; donations for 2010 were \$98K. Another fundraiser in Anaheim with Misty May as headliner is planned for February. An intern's position in the Grassroots department has been funded. The Foundation website is now live for secure donations.

VIII. BOARD PRESENTATIONS

Florida Region of USAV: Steve Bishop introduced himself and described his many experiences and duties in volleyball. He reviewed the Florida Region programs under a \$1 million budget with 6 staff members and 133 clubs. They have 4 districts and cover all but the top of the state. They run many different events. Best Practices programs: "Club Director's Code of Ethics" and the "Spectator/Parent Code of Conduct"; Club Gold and Silver seal program; officiating flipping coin; 5, 10, 15, 20 year club awards; Region submitted photo calendar; High Performance program; region awards program. New programs: Florida Collegiate Volleyball League (men); Regional Ranking Tour; Volleyball

Triathlon; Dig 4 Kids; Spring Break Bash; concept of a women's pro team called the Florida Wave to compete in the Puerto Rico league.

IX. NEXT MEETINGS OF THE BOARD OF DIRECTORS:

The Board will meet in May in Dallas in on 26th, meet 27th, out on 28th. In October arrive 27th leave 29th in conjunction with the Hall of Fame.

X. ADJOURNMENT

No further business being offered, Mr. Schreff declared the meeting adjourned at approximately 1:53 pm.

MOTION #11: It was M/S/C (DeBoer/Scott) to adjourn.

Respectfully submitted,

Fred N. Wendelboe
Recording Secretary