

USA VOLLEYBALL BOARD OF DIRECTORS
SPECIAL MEETING MINUTES
February 18, 2016
Meeting held telephonically

I. CALL TO ORDER/INTRODUCTIONS

Lori Okimura

A. Roll Call and Declaration of Quorum

Kerry Klostermann

Present: B. Barnum, K. Cain, J. Conover, A. Dombkowski, K. Fasbender, G. Gardner, T. Haneef-Park, J. Hughes, S. Mailhot, L. Okimura, B. Rasmussen, A. Reitingner, C. Reynaud, and T. Rogers

Absent: A. Ross and K. Shropshire

Guests: John Lee, Nancy Funk.

B. Waiver of Notice

Lori Okimura

Ms. Okimura noted that all members of the Board voted electronically to waive notice of a special Board meeting and to proceed with this special meeting. No member of the Board objected to the notice of the special meeting.

Ms. Okimura then noted that the purpose of this special meeting is to complete the agenda from the recent meetings held January 30-31 in Los Angeles.

C. Call to Order

Lori Okimura

The meeting was called to order at 10:06 am Mountain time.

II. BYLAWS and GOVERNANCE

A. Governance Committee Working Group Report

Andy Reitingner

Motion #1 – see Motion #4. Made by Reitingner, failed for lack of a second, as Mr. Cain withdrew his second so that further research could be done in response to a question, and no other second came forward. A bylaw change to Article 5.02, H. to add #5, 6, 7, 8 to the "General Qualifications of the Board."

H. General Qualifications. Each Director shall possess the following general qualifications in addition to meeting the Minimum Criteria described in Article 5.02 I.

1. Be a citizen of the United States; and not be affiliated with any national volleyball federation other than USA Volleyball.

2. Be at least eighteen years of age;

3. Be judged qualified and appropriate for the particular Board position based on but not necessarily limited to:

Possessing good character; and

Possessing appropriate communication and interpersonal skills.

4. Be committed to the principles and policies of the Corporation and serving the best interests of the Corporation and the sport regardless of the constituency which (s)elects the Board Member.

5. Be registered with USA Volleyball and in good standing.

6. Clear the required USA Volleyball Board level background screening process.

7. Complete the SafeSport certification program.

8. Sign & return the required USA Volleyball Board Conflict of Interest Policy.

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Motion #2 – NGC members are not eligible to serve as a director of the Board while serving on the NGC. An NGC member may resign during an election process and run for a Board position before the slate of candidates for that position has been submitted for vetting by the NGC. [An NGC member who resigns to run for the position is ineligible if they have been involved in the vetting process of candidates applying for that same position.] Made by Reitinger, seconded by Cain. The motion passed 11-1 with one abstention (Gardner voted no, Haneef-Park abstained and Ms. Dombkowski had dropped off the call).

Mr. Beal asked that consideration of this motion be postponed, as more discussion and consideration is needed. Mr. Reitinger noted that there are two philosophies on whether the NGC should only review/vet candidates or eliminate some. Mr. Cain indicated that his belief this proposal was meant to make it ok for someone to resign before he or she would vet a candidate that he/she might run against. Mr. Beal argued that another reason in support of tabling is that, the timing of replacing someone on the NGC is unclear, which could mean having one less NGC member reviewing candidates. Also, if the NGC does not eliminate some candidates, it will be more difficult to achieve goals like Board diversity, as the NGC is the only entity that can have an overall view of diversity. Mr. Cain responded that this motion does not affect the issue of the level of vetting a Board candidate. Mr. Vadala noted that allowing someone to go off the NGC right before the vetting process, particularly where filling a vacancy, could impact the continuity of the NGC. Ms. Okimura responded that difficulty filling vacancies has a number of causes, noting that a person serving on the NGC for several years could make a good candidate. Mr. Cain noted that the 60-day requirement can be harsh, but at least two or three of the electing constituencies could take a telephonic/electronic vote. Mr. Cain also expressed his hope that continuity will be considered for upcoming motions. Mr. Beal asked if someone could resign, then drop out of an election and then run for the NGC seat. Mr. Cain responded that this was technically correct but practically not likely because of the timing of filling the vacancy.

Motion #3 - Board Chair Term Definition - (Replaces Bylaws, Article 6.02, A.) The Board shall elect its Chair from among its membership. The Board Chair shall serve for the remainder of their current Board term, and shall be eligible for re-election. Made by Cain, seconded by Reitinger. The motion passed 11-0, with Ms. Okimura abstaining (Mr. Gardner and Ms. Dombkowski had dropped off the call).

Ms. Okimura noted that, because of terms on the Board and their expiration, only a fourth of the Board could be technically eligible to serve all four years of this term. Mr. Vadala clarified that this proposal does not impact certain other provisions in the Bylaws. Ms. Okimura noted that there will be a Chair election in May, and she has asked Nancy Funk to take over the review of candidates since Ms. Okimura is eligible to run again. Mr. Klostermann noted that, if this motion passes, there would not be an election in May, with which Ms. Okimura agreed. Ms. Okimura raised the issue with Mr. Smith, who indicated that, based on his brief analysis, if a chair's Board term ended, then that would create a vacancy in the position, and the election of a new chair would be for the remainder of that term. Mr. Cain noted that Section 6.02(a)(2) of the Bylaws talks about filling the "balance" of the term. Mr. Reitinger suggested that the possible upcoming election is not part of this motion, and that issue should be reviewed by legal counsel. Mr. Cain suggested that the wording in subsection (a) committing the chair to a four-year term needs to be eliminated. Mr. Klostermann noted that the proposal addresses that.

Motion #4 – Term Limits – Replace the first two sentences of Bylaws 5.01, C. with the following: TERMS. A member of the Board shall be eligible to serve for unlimited terms. A director's term shall begin July 1 of the year (s)elected and end June 30 of the final year of the term. Made by Mailhot, seconded by Reitinger. Friendly amendment accepted to replace unlimited terms to "a maximum of three consecutive terms."

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Mr. Rogers expressed his discomfort with unlimited terms, and would suggest a maximum of three terms. Mr. Cain replied that the Working Group considered a number of options, and ultimately decided that adding term limits would create chaos, members of the Board go through elections, they can be replaced every four years, and it often takes several years for a Board member to get up to speed. Ms. Okimura noted that the constituents can always decide not to reelect someone. Mr. Vadala discussed his experience in addressing governance while he was with the USOC. He noted that the five athletes are effectively subject to term limits because they no longer qualify under the USOC definition, other constituencies may want to create their own term limits for their representatives, most NGBs have term limits as part of their "good governance," recognizing there are arguments on both sides. He also asked how the assemblies viewed this issue. Mr. Klostermann noted that a person does not "term out" forever, as they only have to sit out one term. Mr. Gardner expressed his concern about this motion, stating that the 10-year limit on athletes should apply to other Board members as well. He also noted that he is not aware of other NGBs that do not have term limits. The AAC will look poorly on this rule. Mr. Cain noted that athletes are not bound by this motion, but by their own 10-year rule; other representatives could have their own limitations. The NGB's good governance amendments were not initiated by the NGBs but by the USOC; good governance is decided by the group electing a director. Mr. Cain stated that he believes in letting people make their own decisions on who should represent them. Mr. Gardner replied that the 10-year limit on athletes applies to current athletes. Ms. Okimura indicated that she is not comfortable with the motion because the athletes are uncomfortable and they are being treated differently, but did note that it can be difficult to find people to run for Board positions. Mr. Smith noted that the 10-year athlete rule is not technically a term limit, but rather a qualification rule. He also noted that he is not aware of any law that would prevent different term limits for different positions, but there are a number of reasons why organizations have not chosen to do so.

Motion #5, to table Motion #4 until the May meeting. Made by Gardner, seconded by Barnum. Motion failed 5-7 (In favor: Barnum, Gardner, Haneef-Park, Rasmussen, Reynaud. Dombkowski and Rogers dropped off the call).

Motion #6, to table Motion #4, with an electronic vote on a rewritten motion to be held within the next 30 days. Made by Reifinger, seconded by Hughes. Motion passed 11-0, with one abstention (Gardner).

Mr. Gardner asked for the makers of the motion to consider making the amount of time longer, which was not accepted.

B. Nominating & Governance Committee Report

Nancy Funk

Ms. Funk referred to her written report and other information provided to the Board. She noted that the NGC seats expire on December 31st, per the Bylaws. Dain Blanton would not be able to serve because he no longer qualifies under the athlete 10-year definition.

C. Sitting Commission Report

Brent Rasmussen

Mr. Rasmussen referred to the commission report that was provided to the Board. The commission sent a request out to the regions asking about athlete support in the regions, and is working on a video to promote and create awareness for the discipline.

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D. Administrative Council Report (provided in writing, questions only)

No questions raised.

E. Athlete Reports for Beach, Indoor, Sitting

Mr. Gardner mentioned that a number of athletes are overseas and are getting ready to come back to prepare for their attempt to qualify for Rio. Mr. Gardner put out a request for schedules of coaches for a time where meetings could be held with athletes.

Ms. Haneef-Park also noted that many athletes are overseas. She also mentioned the United travel issue and the need for extended leg room, and Katie Holloway will be taking this issue to the AAC. On the athlete transition program, Ms. Haneef-Park has communicated with Katie Holloway and is communicating with other athletes on how they may be affected and what can be done to help them. Athletes have expressed that they are unaware of some things that are being posted to social media on behalf of the team. Mr. Beal indicated that staff would look into this and would take immediate action.

Mr. Rasmussen reported that the men's sitting players have been happy with the new coaching hire.

Ms. Ross joined the call and reported several concerns on Olympic preparation. First, there is concern that standards of the past that have produced medals are not being done, and could be improved for Rio, such as housing. She also noted that she has heard that there is a separate budget for beach housing at Rio. Second, there is a strong sentiment that Al Lau is a huge asset and would be helpful in Rio as a team leader, but that idea is being completely shut down. She noted that, for the beach team leader there is a requirement that the person be a USAV employee, which is not the case on the indoor side. Mr. Beal indicated that he would be happy to discuss the housing issue with Ms. Ross. Ms. Okimura suggested that an off-line call be set up to discuss the team leader issue, and Mr. Beal agreed to set that up.

F. Coaching Update

Ms. Reynaud indicated that she had sent a summary of the NORCECA meeting to Ms. Okimura and Mr. Beal. The high performance clinic was a big success.

G. NCAA Update (provided via email after meeting, questions only)

Ms. Fasbender noted that her report had been circulated. Beach volleyball is going well, with the NCAA championship to be held in Gulf Shores.

H. Board Committees, Ad Hoc & Working Groups

Motion #7, to table this report until the May meeting, made by Reynaud, seconded by Reitingger. Approved unanimously.

III. 2016 OLYMPIC/PARALYMPIC GAMES LOGISTICS UPDATE

Kerry Klostermann

Mr. Klostermann asked that Board members who want to go to Rio to commit by the end of February.

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IV. USAV FOUNDATION

A. USAV Foundation Report

Sarah Sulentor/Kerry Klostermann

Ms. Okimura reported that Ms. Sulentor has been working to rekindle interest among prior Olympic or national team members in the Foundation. Ms. Klostermann reported that there had been a decision to move management of the Foundation's funds to the Meketa Group. Also a search committee would be formed by the Foundation for the purpose of hiring the Director of Development.

B. USAV / USAV Foundation Ad Hoc Task Force Report

Andy Reitinger

Mr. Reitinger reported that this Task Force could be dissolved.

Motion #8 to dissolve the USAV / USAV Foundation Ad Hoc Task Force. Made by Reitinger, seconded by Hughes. Approved unanimously.

Ms. Okimura reported that the Foundation meeting in May will be held prior to the USAV Board meeting. She expects Ms. Sulentor will provide a slate of candidates that would need to be approved electronically prior to the May meeting.

V. ADJOURNMENT

Motion #9 to adjourn. Approved unanimously.

Meeting adjourned at 12:50 Mountain time.