

USA VOLLEYBALL BOARD OF DIRECTORS

MINUTES

January 25, 2019

Denver, Colorado

Friday, January 25: 8:30 a.m. - 5:00 p.m.

I. CALL TO ORDER

- a. Roll Call/Board Introductions, Directory Update, Declaration of Quorum. K. Klostermann
- b. *Present:* Donaghy, Gentile, Haneef-Park, Mailhot, Okimura, Peixoto, Rasmussen, Reynaud, Shoji (via gotomeeting), Shropshire, Stemm
- c. *Absent:* Fasbender, Hughes, Rogers
- d. Introduction of Guests/Attendance. George Thompson. Ms. Okimura announced that Denise Parker will join us later today. Chris Seilkop AAC Representative was also present. Otherwise, there are no other expected guests. Staff in attendance included: Jamie Davis, Kerry Klostermann, Rachael Stafford, Marianne Greenwood.
- e. Announcements. Ms. Stafford announced that Mr. Shoji is participating by Gotomeeting.
- f. Special recognition(s): Rebecca Howard, past-President and CEO of USA Volleyball. The Board recognized the passing of Ms. Howard with a moment of silence. Ms. Reynaud noted that Ms. Howard was a tireless worker and the diversity award is named after her.

II. BOARD ADMINISTRATION

- a. **Approval of minutes - August 25-26, 2018 Fall meeting. Requires approval.**

Motion #1 to approve the minutes, made by Gentile, seconded by Reynaud. Approved unanimously.

- b. **Compliance check.** Mr. Klostermann noted that the Board is fully compliant. There are a couple of people on committees who are not yet compliant, but staff is working on this.
- c. **Approval of Agenda.** Ms. Okimura noted that Ms. Parker will be coming in at noon. Also, during Executive Session, we may allocate additional time to discuss a contract, as well as a complaint that has been filed. Ms. Okimura also introduced George Thompson, the new treasurer. Mr. Davis stated that Mr. Thompson's first meeting as AFB Chair was one of the best committee meetings he has attended.

Motion #2 to approve agenda, made by Shropshire, seconded by Gentile. Approved unanimously.

III. ATHLETE REPORTS

- a. **Beach Athlete report** Todd Rogers/Sara Hughes

Mr. Seilkop reported that the IPC President wants more outdoor sports in the Paralympics, and beach ParaVolley is a strong option. The first event is May 9-12 in China; this is the first event of four. The next stop will be in Poland. There were some questions on the format. The IPC has required that the event include women. World ParaVolley proposed mixed gender, which was rejected by 21 of 23 countries. Mr. Seilkop is working with World ParaVolley to create a women's option. He thinks USAV has the ability to get way ahead of the curve in this area. Based on past experience, there are sponsorship opportunities in this area if we're the first one to get to these companies. Ms. Okimura asked if USAV automatically becomes the NGB for beach ParaVolley. Mr. Seilkop indicated that USAV would be automatically recognized. Mr. Klostermann noted that USAV has been recognized by the International Federations for snow and standing beach ParaVolley. Ms. Okimura expressed support for announcing this to try to generate some exposure and sponsorship opportunities. Mr. Klostermann expressed his view that companies interested in beach volleyball would likely be interested in this.

b. Indoor Athlete report

Tayyiba Haneef-Park/Kawika Shoji

Mr. Shoji reported that one issue that comes up frequently is the future home for the men's team after 2020. He also mentioned that the Athlete Directors like the idea of athletes meeting with the Regions to do promotional events, but need more time for sign up and scheduling around events. Mr. Davis reported that USAV has two options going in parallel. Anaheim has expressed interest in extending the current deal (noting that this would prevent having a unified national training center). Also, a group called Five Points out of Irvine is building a large facility in Irvine, and USA Water Polo is moving in there. Several USAV representatives went to see it and expressed interest in exploring the possibility further. Discussion ensued about the sitting teams and a possible renewal of the agreement with UCO.

Mr. Davis then discussed the program with grants to Regions for promotions, noting that only 7 Regions expressed interest even though there are grants available for up to 10 Regions. Mr. Davis and Sandy Abbinanti of the Great Lakes Region have developed a program for all three disciplines and both genders where, if Regions wanted to bring in a National Team athletes, the Region would decide what to do, with a maximum of 6 hours per athlete, and USAV would pay travel and stipends to athletes and provide a grant to help Regions with expenses. There will be a priority on using athletes from their home Regions, and keeping participation equal based on gender and teams. So far, there has been good response from both Regions and athletes. He noted that athletes can continue to send in their expression of interest and dates of availability, although they may not be picked for 2019, but would be eligible for 2020. Mr. Rasmussen noted some concerns with the logistics of the program, which he supported, but indicated that the amount of time given to athletes to respond was not sufficient. He indicated that he did not want athletes to be blamed for "not giving back" when they simply did not have enough time to respond and did not know what the program was about. He also noted that the proposed stipends for athletes are low. He also expressed concern that athletes were not consulted when the program was being put together. Ms. Haneef-Park noted that athletes who are overseas probably did not respond because of their schedules. She also noted that, because of athlete calendars, this may not be as accessible for indoor athletes as for beach and sitting. She also raised the idea of setting up a website where athletes can see opportunities for appearances and other involvement. Mr. Rasmussen suggested that this be taken to the USAV AAC for input. Ms. Haneef-Park suggested that a working group be established to work on this to make it successful. Ms. Okimura suggested that the program try to strike a balance between involving current stars and up-and-coming athletes. Mr. Davis added that he did not know that the Regions were picking the Regions to receive the grants, which forced USAV to go live more quickly than expected. Ms. Mailhot indicated that the Regions want this program to happen and don't want it to get slowed down by working through details. Ms. Haneef-Park noted that, for a lot of athletes, giving back is important, and being able to be at home when making an appearance is very important. Mr. Davis also noted that a goal of the program is to gain exposure for athletes so they can become more able to make a living playing volleyball. Ms. Reynaud expressed support for the working group idea.

Motion #3, made by Reynaud, seconded by Haneef-Park, to create a working group involving athlete Board representatives, Board Region representatives and USAV staff to try to work through details on this program for 2019 and 2020. Approved unanimously.

Ms. Haneef-Park indicated that she had the same issues to report on as Mr. Shoji.

c. Sitting Athlete report

Brent Rasmussen

Mr. Rasmussen noted that the Sitting Commission has been very helpful and well received, even though it involves a lot of work. He is also very happy with the hiring of Michelle Goodall as the new assistant of the women's sitting national team, and complimented her on her communication.

He then mentioned that there have been some issues with adidas over timing of delivery. The athletes have talked some about a national training center, but also noted that UCO has been very helpful and hopes that conversations on renewal could continue if there is no NTC on the table.

The women are concerned about Russia and their doping scandal. He suggested that we monitor this situation and if it doesn't get resolved, we might want to consider putting together a letter on this. Ms. Okimura suggested that Mr. Rasmussen speak with beach athletes about Russia, as well.

Housing is always an issue that comes up among the athletes, although there are no specific recommendations at this time. Mr. Seilkop and Mr. Rasmussen also expressed concern that the housing situation could raise legal issues for USAV, such as discrimination and ADA issues. Mr. Rasmussen suggested that there be a more definitive contract addressing this. Ms. Reynaud suggested that coaches not be expected to enforce this. Mr. Davis suggested that athletes have a direct line to Rachael Stafford to address these issues. Ms. Reynaud suggested that Ms. Stafford reach out to athletes on this issue.

Ms Donaghy also noted that the issues with adidas are affecting clubs, as well. A number of clubs have expressed their disappointment to her. Mr. Davis indicated that he is aware of the issues with adidas, and they tend to be a bit slow with product fulfillment. Ms. Okimura noted that having a relationship with a large company like adidas is very helpful to USAV, noting that adidas is making inroads to the club and regional level, which may be creating some of the problems we've experiencing with them. They have tried to address the shortages and slowness, but this happens to most large companies. The problems we have a real, and need to be solved, but are mild in comparison to the problems we've had in the past. Mr. Davis noted that, overall, adidas has been a fantastic partner and has been helping USAV in a number of areas. For example, they have signed deals with 26 athletes in three different disciplines. Also, our national team athletes like the products, noting that 90% wear adidas shoes. Mr. Klostermann indicated that adidas has been more responsive and quicker to deliver product than past partners.

The men's sitting team will try to qualify for the Paralympics in August at the ParaPan Games in Lima, Peru.

d. USOC AAC report

Chris Seilkop

Mr. Seilkop reported that the AAC recently met. He gave kudos to Katie Holloway for her work in getting changes to the Operation Gold Program, which put in place the same bonuses for para athletes who win medals as for Olympic athletes. This was a big win for paralympic athletes. Much of the meeting dealt with issues with NGBs, athletes on the USOC Board, and the Russian doping scandal. There are communications being voiced from the USOC AAC and other countries like Germany and Sweden.

Much of the meeting dealt with electing a candidate to the USOC Board. There would be two representatives, one selected every two years (staggered terms). The concern was that candidates are submitted to the USOC, so athletes must "toe the USOC line" to get elected, and athletes who are up for re-election are re-elected by the USOC, and not by the AAC.

Mr. Seilkop gave kudos to Sarah Hirshland and Susanne Lyons for changing the culture within the USOC of listening and implementing suggestions of athletes. The AAC also discussed the Ropes and Gray report. Mr. Seilkop expressed to the USOC his concern about the number of Paralympic sports that are governed by USA Paralympics as opposed to the NGBs, which creates a perception of inequality. Mr. Davis asked about the relationship between the Committee for Integrity and the AAC, and he noted that the Committee for Integrity has no affiliation with the AAC. Mr. Klostermann complimented Mr. Seilkop for his work and assistance on Selection Procedures.

IV. CEO REPORT - provided in writing with in person Q&A

Ms. Okimura noted that Mr. Davis has prepared a written report and will focus on certain highlights. Mr. Davis updated the Board on small groups for RVAA meetings, and thanked Ms. Donaghy for her help in this area. He just completed a meeting in Dallas which went well, and several others are coming up.

He then updated the Board on Snow Volleyball, which has received some mainstream media, such as NBC Sports and ESPN. There are two more events in Austria and Italy coming up this winter. Mr. Davis told the FIVB that the US will send teams if FIVB guarantees us qualification into the main draw. We are waiting to hear back from them on this issue and Mr. Davis is hopeful for a positive response. There is another event in August in Argentina. There have been conversations with FIVB about hosting an event in the US. Mr. Davis has had conversations with Aspen Ski Company about an event for the 2020-21 season. He has also had discussions with Mammoth Mountain.

Mr. Davis then discussed the issue of the length of the membership term. There has been discussion on this with the Regions. The driving force for this is that the current system creates a lot of confusion. The RVA sent out the concept to the Regions and the feedback has been very positive. If implemented, there would be early registration about two months before the effective date, and USAV would offer a tryout membership. Staff is in favor of this. There has been

some discussion about whether the best start date is September 1 or October 1. Mr. Gentile asked about the genesis of the 14-month system. Mr. Davis said that there wasn't a lot of clarity on this, but it may have been done to accommodate the beach schedule. Ms. Okimura asked if the RVA/RVAA are ready for this to go to a vote. Mr. Peixoto said that there were electronic votes out among the RVAA after 1-2 weeks of discussion.

Motion #4, made by Peixoto and seconded by Stemm, to go from a 14-month membership term to a 12-month term and to amend the Bylaws accordingly, if necessary. Withdrawn for the reasons discussed below.

Ms. Okimura asked if there is a need for a waiver of the 30-day requirement. Ms. Stafford indicated that this is addressed in the Operations Code, which requires 30 days' notice, so a waiver would be needed to vote today. Mr. Shropshire noted that this would be a reduction in value, but Ms. Davis noted that most people renew anyway so it won't affect them. The Board agreed to take up the issue of the 12-month membership electronically after the meeting, likely within the next seven days.

Mr. Davis continued with a discussion about conversations with the International Volleyball Hall of Fame. At the FIVB Congress, Mr. Davis had discussions with FIVB, and there is interest by the FIVB, but there would be certain demands. One of those demands is that USAV would have to be involved. There is a firm belief that the HOF should remain in Holyoke, Massachusetts. There was an IVHOF Board meeting in December, and the IVHOF expressed interest in turning over the Hall of Fame to a joint venture between USAV and FIVB. The Board would be comprised of representatives appointed by FIVB and USAV. Eventually USAV would take over financial and other control. Mr. Davis told the FIVB that he needs to discuss with the Board about whether this is something that USAV should explore. Mr. Gentile asked about the financial status of the HOF, and currently it is break even, but Mr. Peixoto says they are concerned that this won't be the case in the future due to dwindling sponsorships. Ms. Okimura noted that the FIVB has not been involved in the past due to political and other issues. Mr. Gentile asked the athletes if the IVHOF has value to them. Ms. Haneef-Park noted that the recognition has value, but she doesn't know many people who go there. Mr. Peixoto noted that there have been discussions about having the induction done in conjunction with FIVB events. Mr. Gentile said that he thinks the concept of the IVHOF has value, but there needs to be discussion on how to do this going forward, such as not having an actual building. Mr. Thompson noted that this is something that needs to be studied. Ms. Okimura raised a question about whether a national association like USAV should be involved in something like this. Mr. Davis noted that FIVB wants US involvement because the IVHOF is located in the US. Mr. Stemm asked about a feasibility study and who would pay for it. Mr. Davis indicated that the cost shouldn't be too high to do due diligence as part of a feasibility study. Ms. Okimura asked for a show of hands on whether the Board supports a feasibility study into this issue. Ms. Okimura and Mr. Peixoto both recused themselves from the show of hands. The general sentiment from the Board, based on a show of hands, is for Mr. Davis to proceed with a feasibility study.

Finally, Mr. Davis mentioned that USAV has received a \$10,000 International Relations Grant from the USOC (USAV did not receive this last year). This is money that has been used in the past to support travel and other expenses to further relations with FIVB. Mr. Davis thanked Mr. Klostermann for his efforts to obtain this grant.

Ms. Okimura asked about where the arbitrator program will be housed, and noted that this may require a Bylaws change. She supports this change. Ms. Stafford noted that the reason for this change is that volunteers are running this program, and should be overseen by staff.

Motion #5, made by Mailhot, seconded by Gentile, to waive the 30-day notice requirement for a Bylaws change. Approved unanimously.

Motion #6, made by Gentile, seconded by Peixoto, to amend the Bylaws to implement the change to have the arbitrator program managed by USAV's staff attorney. Approved unanimously.

Ms. Okimura then noted that, in Mr. Davis's report, there is a confidential Safe Sport report, and she asked Board members to please keep it confidential.

Ms. Reynaud asked about the digital magazine, and suggested that there be a section in this magazine about SafeSport. Mr. Davis noted that USAV includes SafeSport in all newsletters that go out to athletes, parents, etc. Ms. Donaghy asked that all Board members receive this.

Ms. Reynaud asked about separate coaching education for coaches of teams for under 14 and over 14. Mr. Davis indicated that this is being worked on.

V. BYLAWS & GOVERNANCE

a. Board Policy Updates

Klostermann/Stafford

- i. Results of electronic voting between meetings.

ATTACHED.

- ii. Pending Board Action (if applicable).

1. International Athlete's Assembly Manual review.

Ms. Okimura introduced the results of the International Athlete's Assembly Manual review. Mr. Rasmussen discussed the meetings that led to the creation of the manual.

Motion #7, made by Haneef-Park and seconded by Reynaud, to create the USAV International Athletes Assembly. Approved unanimously.

Motion #8, made by Rasmussen and seconded by Haneef-Park, to approve the International Athletes Assembly Manual submitted to the Board. Approved unanimously.

The Board will re-approve the International Athletes Assembly Manual at the June 2019 Annual Meeting due to a logistics matter.

2. Snow Volleyball discipline approval.

Motion #9, made by Rasmussen, seconded by Gentile, to confirm and accept USAV as the FIVB-recognized national federation for the discipline of snow volleyball in the United States, and to amend the Bylaws accordingly as provided in the attached Exhibit A. Approved unanimously.

Motion #10, made by Rasmussen, seconded by Gentile, to confirm and accept USAV as the World ParaVolleyball-recognized national federation for the discipline of standing beach ParaVolley in the United States, and to amend the Bylaws accordingly as provided in the attached Exhibit A. Approved unanimously.

Motion #11, made by Reynaud and seconded by Rasmussen, to confirm and adopt the Bylaws amendments as set forth in the attached Exhibit A. Approved unanimously.

- iii. Assembly & constituent reports to be submitted in writing by Jan. 11, 2019.

Ms. Okimura then introduced the Governance Committee items submitted for Board consideration and approval.

Motion #12, brought forward by the Governance Committee, to change the beginning of the term of the incoming Chair to July 1. Approved without dissent. Ms. Okimura abstains.

Motion #13, brought forward by the Governance Committee, to allow the USAV staff attorney to serve as the recording secretary. Rejected with Ms. Okimura abstaining.

The Board asked Ms. Stafford and Mr. Smith to come up with an explanation of their job descriptions and how they interact and represent the Board.

VI. BOARD MEMBER UPDATES Q & A

a. RVAA Meeting Update.

Donaghy/Stemm/Pexioto

Tabled.

- b. Some members have submitted their reports.

VII. USOC PRESENTATION - *Board Composition & Governance Recommendations*

- a. Denise Parker, USOC, Vice President NGB Services

Ms. Parker reported that the USOC has acknowledged its need to serve in more of a compliance role moving forward. What this means is being clarified, but the USOC is already starting to take steps.

She then discussed the Borders Commission which is looking at the relationship between NGBs, athletes and the USOC, and what changes should be made in this area. Their report is due in mid-summer. This is a quickly changing landscape.

She noted that the goal of NGB Services is to help NGBs, so she expects the USOC will help NGBs with compliance. Board assessment will be a big part of this. She hopes to be a partner with USAV in this process.

She handed out a 2019 Compliance Checklist. This lists the requirements to be an NGB and audits against that list. The NGB audits are being expanded and will go deeper to make sure that policies exist and are being followed. She highlighted several areas that are being highlighted, like Conflict of Interest. The USOC is also working on tools that will help NGBs. Another area is internal grievances.

The USOC intends to use the Section 8 process more moving forward. The Section 8 process is the one currently being used in connection with USA Gymnastics.

Ms. Parker and the Board then discussed independent directors, their benefit to Boards, whether they can truly be independent and what that means, and how NGBs can find them.

Ms. Parker then introduced the NGB Needs Assessment Maturity Model prepared by Deloitte. Deloitte interviewed many NGBs to gather information on what their needs are, and identified eight key areas, which are discussed in the report.

VIII. BOARD CHAIR REPORT & DISCUSSION - *Discussed in Executive Session.*

IX. NEW BUSINESS

There was no new business brought before the Board.

X. EXECUTIVE SESSION **Participants to be confirmed. (2:00-5:00 p.m.)*

Motion #14, made by Gentile and seconded by Reynaud to go into executive session, with Mr. Davis, Ms. Stafford, Mr. Smith and Mr. Thompson invited to remain. Approved unanimously.

Motion #15 made by and seconded by to come out of Executive Session.

Ms. Okimura reported that the following were discussed in Executive Session:

- a. **Contract approval (4-year or more agreements)**

The Board reviewed and approved the signing of several contracts.

- b. **Corporate Ethics & Eligibility Report (Rachael Stafford)**

The Board approved adding a 5th E&E arbitrator, Rachael Rykman, on a temporary basis.

- c. **Legal Review & SafeSport Report (Steve Smith, Rachael Stafford)**

Ms. Stafford updated the Board on pending legal matters.

d. Audit, Finance & Budget Committee Report (George Thompson)

Mr. Thompson reviewed the AFB and the state of USAV's finances.

e. Personnel Committee Report - 2018 CEO Evaluation (Cecile Reynaud)

f. Board Succession & Chair Election (Lori Okimura)

XI. ADJOURNMENT

Meeting adjourned for lack of a quorum.



Board of Directors

**Actions between Meetings
August 26, 2018 to January 2019**

Date: September 7, 2018

Motion: To approve the reconstitution of the Audit, Finance and Budget Committee based on legal opinion (separate file).

Vote Results: YES - 11
NO - 0
ABSTAIN - 2
NO RESPONSE - 1

MOTION PASSES

Date: September 17, 2018

Motion: To approve the USAV Bylaws as amended.

Vote Results: YES - 12
NO - 0
ABSTAIN - 0
NO RESPONSE - 2

MOTION PASSES

Date: September 28, 2018

MOTION: To elect Mr. George Thompson as the Treasurer of USA Volleyball.

Vote Results: YES - 14

NO – 0
ABSTAIN - 0
NO RESPONSE - 0

MOTION PASSES

Date: November 7, 2018

MOTION: To approve the reconstituted USAV Audit, Finance and Budget Committee as follows:

- George Thompson, Independent - *Chair and USAV Board Treasurer*
- Stew McDole, Assoc. Chair (USAV Foundation Treasurer)
- Brent Rasmussen, voting member (BOD Sitting Volleyball Athlete Rep)
- Letitia Berbaum, voting member (Independent)
- Patrick Henry, voting member (Independent)

Vote Results: YES - 13
NO – 0
ABSTAIN -
NO RESPONSE - 1

MOTION PASSES

Date: November 15, 2018

MOTION: To approve the 2017 USAV IRS Form 990 (with correction) for submission by the USAV CFO.

Vote Results: YES - 11
NO – 0
ABSTAIN - 0
NO RESPONSE - 3

MOTION PASSES

Date: November 28, 2018

MOTION: To waive the 30-day notice in order to allow the Board to consider and vote upon a Boys High School Membership being added.

Vote Results: YES - 9
NO - 0
ABSTAIN - 0
NO RESPONSE - 5

MOTION PASSES

Date: December 6, 2018

MOTION: To approve the addition of a High School Boys USAV membership category per below:

HJ – High School Boys Player: \$5 fee, \$4.00 insurance (at cost), magazine optional (at cost)

The maximum cost of this membership option from the region to the individual is set at \$15 per season plus the cost of the optional magazine if purchased.

The High School Boys Player membership option is a limited membership available only to male athletes on high school or middle school-based teams which are not sanctioned by the local state high school association as a school sport. It allows for participation in Region sanctioned high school or middle school-based leagues, clinics, camps and tryouts. It does not allow for participation in other region events, USAV bid tournaments or USAV junior nationals. This membership may be upgraded to a “full” junior membership.

HA – High School Boys Affiliated Adult: \$5 fee, \$4.00 insurance (at cost), magazine optional (at cost)

The maximum cost of this membership option from the region to the individual is set at \$15 per season plus the cost of the optional magazine if purchased.

The High School Boys Affiliated Adult membership option is a limited membership available only to adults associated with high school or middle school-based leagues which are not sanctioned by the local state high school association as a school sport. This membership allows for participation in high school or middle school-based leagues that are sanctioned by the Region. It does not allow for participation in other region events, USAV qualifiers, bid tournaments, or USAV junior nationals. This membership may be upgraded to a “full” adult membership.

Vote Results: YES - 12
NO - 0
ABSTAIN - 0
NO RESPONSE - 2

MOTION PASSES

Date: December 14, 2018

MOTION: Made by the USAV Personnel Committee, to approve the CEO receiving his full bonus and a merit increase as stipulated in the CEO agreement.

Vote Results: YES - 12
NO - 0
ABSTAIN - 0
NO RESPONSE - 2

MOTION PASSES

Date: December 14, 2018

MOTION: To approve the 2019 USAV Budget.

Vote Results: YES - 10
NO - 2 (Donaghy; Stemm)
ABSTAIN - 0
NO RESPONSE - 2

MOTION PASSES

Date: December 21, 2018

MOTION: To approve the minutes of the August 25, 2018 Board Meeting.

Vote Results: YES - 8
NO - 0
ABSTAIN - 0
NO RESPONSE - 6

MOTION FAILS FOR LACK OF MAJORITY (9) ASSENT
